

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT
REGISTRAR SIMMONDS

No. 2668 of 2006

IN THE MATTER OF CENTRICA HOLDINGS LIMITED

- and -

IN THE MATTER OF THE COMPANIES ACT 1985

UPON THE PETITION of the above-named Centrica Holdings Limited (the "**Company**") whose registered office is situate at Millstream, Maidenhead Road, Windsor, Berkshire SL4 5GD presented to this Court in the above matters on 12 April 2006

AND UPON HEARING Counsel for the Company

AND UPON READING the Petition and the evidence

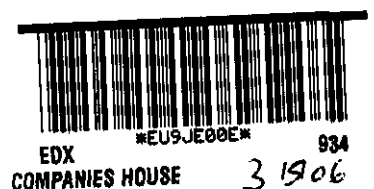
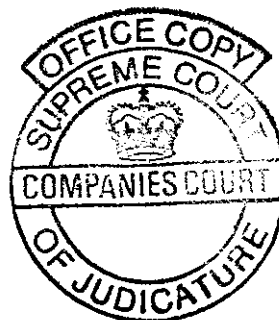
THIS COURT ORDERS that the reduction of the capital of the Company from £7,000,000,002 to £2 resolved on and effected by a Written Resolution dated 11 April 2006 agreed to in accordance with Section 381A of the above-mentioned Act be and the same is hereby confirmed in accordance with the provisions of the said Act

AND THIS COURT APPROVES the Minute set forth in the Schedule hereto

AND IT IS ORDERED:

- 1 that this Order be produced to the Registrar of Companies and that an office copy hereof be delivered to him together with a copy of the said Minute; and
- 2 that notice of the registration by the Registrar of Companies of this Order and of the said Minute be published once in the Times newspaper within 21 days after such registration

Dated 3 May 2006

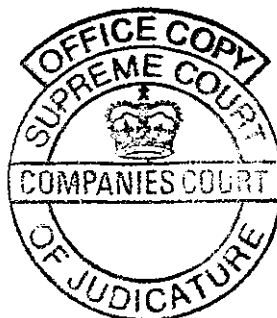
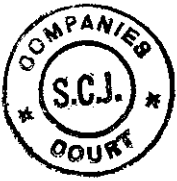


Schedule

Minute approved by the Court

The capital of Centrica Holdings Limited was by virtue of a Written Resolution taking effect as a Special Resolution and with the sanction of an Order of the High Court of Justice dated 3 May 2006 reduced from £7,000,000,002 divided into 7,000,000,002 Ordinary Shares of £1.00 each to £2 divided into 2 Ordinary Shares of £1.00 each. At the date of registration of this Minute ~~all of the said Ordinary~~ Shares have been issued and are deemed to be fully paid.

both



No. 2668 of 2006

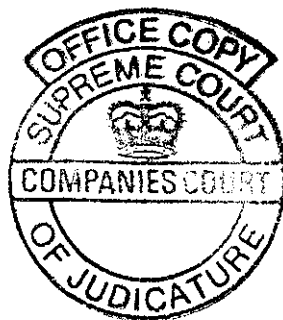
IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT
REGISTRAR SIMMONDS

Re: CENTRICA HOLDINGS LIMITED

- and -

Re: THE COMPANIES ACT 1985

ORDER
confirming reduction of capital



Linklaters
One Silk Street
London EC2Y 8HQ

Tel: 020 7456 2000
Fax: 020 7456 2222

Ref: CHL