

Company number. 00678020

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

BG 12 LIMITED

(the "Company")

Circulated on 22 April 2015 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution be passed as a special resolution (the "Resolution"):

SPECIAL RESOLUTION

"**THAT**, pursuant to section 641(1)(a) of the Act, the share capital of the Company be reduced from £22,000 to £1 00 by cancelling and extinguishing 19,990 ordinary shares of £0 10 each and 20,000 3% non-cumulative preference shares of £1 00 each (the "**Capital Reduction**") held by BG Energy Holdings Limited, the sole shareholder; and that the amount arising upon the Capital Reduction, being in the sum of £21,999 be credited to the profit and loss account of the Company "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

We, the undersigned, being the sole shareholder of the Company entitled to vote on the Resolution, hereby irrevocable agree to the Resolution as the holder of the entire issued share capital of the Company and hereby sanction and consent to the passing of the Resolution as the holder of all the preference shares of £1 00 each and all the ordinary shares of £0 10 each (the "**Shares**") in accordance with section 630 of the Act and sanction and consent to any variation or abrogation of the rights attaching to the Shares which are or may be affected by or involved in passing or implementation of the Resolution



for and on behalf of

BG ENERGY HOLDINGS LIMITED

Dated: 22 April 2015

FRIDAY



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24/04/2015

COMPANIES HOUSE

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NOTES

- 1 Eligible members are the members of the Company who would have been entitled to vote on the Resolution on the Circulation Date
- 2 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 3 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 5 Pursuant to section 642 of the Act, the Resolution must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital therefore unless sufficient agreement has been received for the Resolution to be passed within 15 days after the date of the solvency statement, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period