

Company No 4487600

CENTRICA RESOURCES UK HOLDINGS LIMITED

Written Resolution

of the Sole Member of the Company

Circulation Date: 21/12/ 2012

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

Special Resolution

THAT, the directors of the Company having on 21/12/ 2012 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share capital be reduced as follows

- 1 reduction of the Company's share premium account from £39,376,017 to nil, and
- 2 reduction of the Company's issued share capital from 379,983 ordinary shares of £1 each to 1 ordinary share of £1

Agreement

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

The undersigned, being a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed on behalf of GB Gas Holdings Limited



Date

21/12/12.

NOTES:

- 1 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 by hand or by post
- 2 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 apply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

FRIDAY



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COMPANIES HOUSE

- 4 Unless, by midnight on 18 Jan³ 201~~2~~, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time

The above Special Resolution was passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 21/12/ 2012 the signatory being duly authorised to sign the written resolution on behalf of the sole member of the Company



FOR AND ON BEHALF OF
CENTRICA SECRETARIES LIMITED
Secretary