

Company No. 05046791

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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**RESOLUTIONS IN WRITING**

**of**

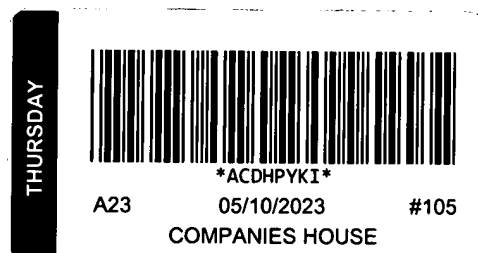
**WALES & WEST UTILITIES LIMITED**

(the "**Company**")

We, being eligible members representing not less than 75 per cent. of the total voting rights of eligible members who at the circulation date of these resolutions would have been entitled to vote on the resolutions, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which has been proposed as a special resolution:

**SPECIAL RESOLUTION**

1. **THAT** the articles of association in the form attached to these written resolution (the "**New Articles**") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.



**SIGNED by  
WALES & WEST GAS  
NETWORKS (HOLDINGS)  
LIMITED**

)  
)  
)  
)  
\_\_\_\_\_  
Signature

Name: GRAHAM EDWARDS

Title: CEO

Date: 08 September 2023

**NOTES:**

1. The circulation date of these resolutions is \_\_\_\_\_ 2023. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - (a) **By Hand:** delivering the signed copy to Ivo Basoski, Clifford Chance LLP, 10 Upper Bank Street, London, E14 5JJ;
  - (b) **By Post:** returning the signed copy by post to Ivo Basoski, Clifford Chance LLP, 10 Upper Bank Street, London, E14 5JJ; and
  - (c) **By Email:** by attaching a scanned copy of the signed document to an email and sending to Ivo.Basoski@cliffordchance.com.
3. These resolutions must be passed by a period of 28 days beginning with the circulation date (s.297 CA 2006). If these resolutions are not passed by such date, they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
4. A copy of these resolutions have been sent to the auditors.