

2

**SOUTHERN GAS NETWORKS PLC**

**Registered number: 05167021**

**(the Company)**

**Circulation Date: 26 November 2013**

**SPECIAL RESOLUTION**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, WE, the undersigned, being the sole eligible member of the Company entitled to vote on the resolution below on the Circulation Date, HEREBY AGREE AND RESOLVE that the following resolution be passed as a special resolution

**Special Resolution**

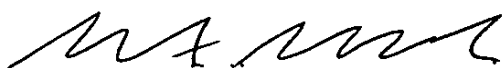
THAT

The articles of association of the Company be amended in accordance with Paper BM67/13(d)

**AGREEMENT**

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

The undersigned, the sole person entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agree to the special resolution



Date 26 NOVEMBER 2013.

On behalf of Scotia Gas Networks Limited

SA WEDNESDAY



A41 \*A2NHWITK\* 18/12/2013 #26  
COMPANIES HOUSE  
A19 \*A2M7SDD4\* 30/11/2013 #342  
COMPANIES HOUSE

## 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 using one of the following methods
  - by hand delivering the signed copy to the Company's registered office, or
  - by post returning the signed copy by post to the Company's registered office, or
  - by e-mail by attaching a scanned copy of the signed document to an e-mail and sending it to nicola.shand@sgn.co.uk

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.
- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- 3 Unless, within 28 days of the Circulation Date, 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 date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.