

Company No: 6366483

CENTRICA LNG COMPANY LIMITED

Written Resolution

of the Sole Member of the Company

Circulation Date: 16 ~~DECEMBER~~ 2016

WHEREAS the Board has recently become aware of a technical issue with regard to the transfer of various assets under the Business Transfer Agreement between the Company and Centrica LNG UK Limited dated 1 July 2016 (the "BTA") The Companies Act 2006 requires that a company must have positive distributable reserves in order to make a distribution at book value The Company's reserves, which were believed to be distributable at the time of the distributions under the BTA (the "Distributions"), were technically undistributable and as a consequence, the Company did not have positive distributable reserves

The Company is in the process of ensuring that there are sufficient distributable reserves at the Company level to cover the Distributions and to provide sufficient headroom for future distributions by reducing the Company's share premium account

This written resolution asks shareholders to approve this proposed capital reduction and to release the current and former directors from any claim by the Company connected with the Distributions The purpose of these resolutions is to put the Company in the position in which it was always intended to be in

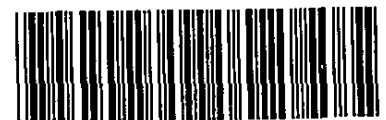
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions")

Special Resolutions

THAT, the directors of the Company having on 16 ~~DECEMBER~~ 2016 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share premium account be reduced from £45,961,087 72 to £35,961,087 72

THAT, any and all claims which the Company may have against its Directors (both past and present) arising out of the Distributions be released and that a deed of release in favour of the Company's Directors be entered into by the Company in the form of the deed produced to this meeting (the "Deed of Release")

TUESDAY



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20/12/2016

#128

COMPANIES HOUSE

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

A handwritten signature in black ink, appearing to be 'A. Davis', written over a horizontal line.

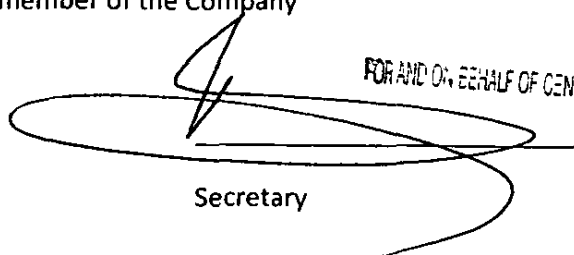
Date

16 DECEMBER 2016

NOTES:

- 1 If you agree to the Resolutions 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 Resolutions 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 Resolutions, you may not revoke your agreement
- 4 Unless, by midnight on 16 DECEMBER 2016, 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 Resolutions were passed as written resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 16 DECEMBER 2016 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