

**Company Number: 00448278**

**PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**WRITTEN RESOLUTION**

**OF**

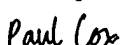
**CENTRICA PENSION PLAN TRUSTEES LIMITED (the "Company")**

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH  
SECTION 291 OF THE COMPANIES ACT 2006**

**SPECIAL RESOLUTION**

THAT with immediate effect and in accordance with Section 21 of the Companies Act 2006, the articles of association appended to this written resolution and marked "A" for the purpose of identification be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

By order of the board:

DocuSigned by:  
  
0F5EBD8A1496427.....

Director/Secretary

10 July 2020

Date



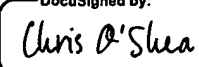
**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT  
2006**

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is <sup>10 July 2020</sup> ..... (the "**Circulation Date**").
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
  - (a) A member signifies his agreement to the proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document –
    - (i) identifying the resolution to which it relates; and
    - (ii) indicating his agreement to the resolution.
  - (b) The document must be sent to the Company in hard copy form or in electronic form.
  - (c) A member's agreement to the written resolution, once signified, may not be revoked.
  - (d) The written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

**AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION**


We, being the eligible members of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with Section 291 of the Companies Act 2006, and
2. hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution

DocuSigned by:  
  
.....8C88A524B0EA433.....

For and on behalf of  
Centrica plc

Date: 12 July 2020

DocuSigned by:  
  
.....188267FC7264495.....

For and on behalf of  
GB Gas Holdings Limited

Date: 13 July 2020