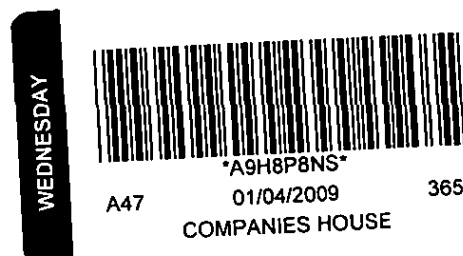


THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

-of-

CENTRICA SHB LIMITED



The following resolution was duly agreed to by the member(s) of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as a Special Resolution with effect from 26/03/2009.

SPECIAL RESOLUTION

1. Alteration of Articles of Association

THAT, pursuant to Section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by inserting the following new provisions as Article 19 and Article 20 therein:

(a) inserting the following new **Article 19** after the existing Article 18:-

"19. Notwithstanding anything contained in these Articles the Directors shall not decline to register, nor suspend registration of any transfer of shares where such transfer is:

- (i) to a bank, institution or person (which shall include any individual, firm, company, corporation, pension trustee, government, state or agency of a state or any association, trust, joint venture, consortium or partnership (whether or not having a separate legal personality)) to which such shares have been charged by way of security, whether as an agent or trustee for a group of banks, institutions, or persons or otherwise, or to any nominee or any transferee of such a bank, institution or person (a "**Secured Party**") or their receiver (a "**Receiver**"); or
- (ii) is delivered to the Company for registration by a Secured Party or its nominee or a Receiver in order to perfect its security over the shares; or

(iii) is executed by a Secured Party or its nominee or Receiver pursuant to the power of sale or other power under such security.”; and

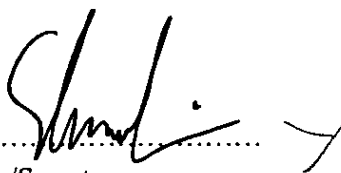
(b) inserting the following new **Article 20**:-

“20. Notwithstanding anything contained in these Articles, the lien conferred by Regulation 8 of Table A shall not apply to the Company where such shares have been charged by way of security in favour of a Secured Party, whether as an agent or trustee for a group of banks, institutions, or persons (which shall include any individual, firm, company, corporation, pension trustee, government, state or agency of a state or any association, trust, joint venture, consortium or partnership (whether or not having a separate legal personality)) or otherwise, or to any nominee or any transferee of such a bank, institution, person or a Receiver.”.

2. Effect of Resolution

This resolution shall have effect notwithstanding any provisions of the Company’s Articles of Association.

The undersigned, being the person(s) entitled to vote on the above resolution on 26 March 2009, hereby irrevocably agrees to that resolution indicated above:


.....
Director/Secretary