

Company No. 02677708

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S WRITTEN RESOLUTION

of

WESTERN GAS LIMITED (the *Company*)

THURSDAY



LD1 *L2M3BVR7* 28/11/2013 #113
COMPANIES HOUSE

BACKGROUND

The E ON UK group, of which the Company is a member, is undergoing a corporate restructuring (the *Restructuring*) to simplify its structure. As part of the Restructuring, it is proposed that the Company reduce its share capital in order to create distributable reserves. The Company requires distributable reserves in order to distribute certain assets, such distributions being integral to the Restructuring.

A solvency statement by the directors of the Company dated 26 November 2013 is enclosed with this document.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*), the directors of the Company propose that the following written resolution be passed as a special resolution (the *Special Resolution*).

SPECIAL RESOLUTION

THAT, the Company be and is hereby authorised to reduce its issued ordinary share capital from £15,850,000 divided into 15,850,000 ordinary shares of £1 each to £2 divided into 2 ordinary shares of £1 each, in accordance with sections 641 to 644 (inclusive) of the Act, and that such reduction of capital be effected by cancelling 15,849,998 ordinary shares of £1 each in the issued share capital of the Company and that amount be credited to the Company's retained earnings reserve.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, the sole shareholder of the Company entitled to vote on the above resolution on 26 November 2013 (the *Circulation Date*), hereby irrevocably agrees to the Special Resolution and confirms that it has received a copy of the directors' solvency statement at or before the time it received the copy of the Special Resolution as required by section 642(2) of the Act.

For and on behalf of TXU Europe (AHG) Limited

Dated 26 November 2013

By

Name René Matthies

NOTES

1 If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy for the attention of the Company Secretary, Western Gas Limited, Westwood Way, Westwood Business Park, Coventry, CV4 8LG

If you do not agree to the Special 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 Special Resolution, you may not revoke your agreement

3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Special Resolution to pass, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during 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