

## THE COMPANIES ACT 1985

---

### UNLIMITED COMPANY HAVING A SHARE CAPITAL

---

#### Special Resolution

of

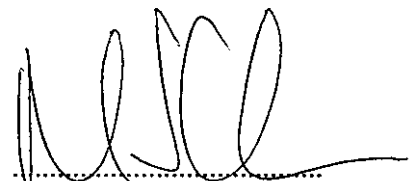
#### GB Gas Holdings

**AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 3 July at 3.15 pm the following Resolution was duly passed as a Special Resolution:**

#### SPECIAL RESOLUTION

THAT:

- (a) the share capital of the Company be and is hereby reduced from £4,000,000,100 (divided into 4,000,000,100 Ordinary Shares of £1 each of which 2,701,000,002 have been issued and are fully paid) to £1,300,000,100 by cancelling and extinguishing 2,700,000,000 of the issued Ordinary Shares held by British Gas plc; and
- (b) forthwith on such reduction taking effect, the authorised share capital of the Company be further reduced to £1,000,002 (divided into 1,000,002 Ordinary Shares of £1 each) by cancelling the 1,299,000,098 unissued Ordinary Shares of £1 each.

  
Chairman

