

Company No 3186121

GB Gas Holdings Limited

Written Resolution

of the Sole Member of the Company

Circulation Date: 13 October 2011

SATURDAY



A50 15/10/2011 62
COMPANIES HOUSE

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

Special Resolution

THAT, the directors of the Company having on 13 October 2011 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share premium account be reduced from £1,567,891,000 to £500,000,000.

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

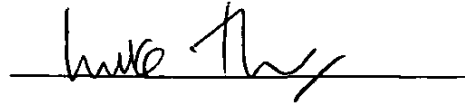
Signed on behalf of Centrica Holdings Limited . . . *Mull* . . .

Date . . . 13/10/2011

NOTES:

1. If you agree to the Resolution 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 Resolution 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 Resolution, you may not revoke your agreement
4. Unless, by midnight on 13 October 2011, 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 Resolution was passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 13 October 2011 the signatory being duly authorised to sign the written resolution on behalf of the sole member of the Company

A handwritten signature in black ink, appearing to read 'Luke Thyer', is written over a horizontal line.

Secretary (on behalf of Centrica Secretaries Limited)