

Company No: 3186121

GB Gas Holdings Limited

Written Resolution

of the Sole Member of the Company

Circulation Date: 18 ~~NOVEMBER~~ 2015

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

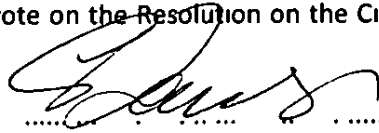
THAT, the directors of the Company having on 20 ~~NOVEMBER~~ 2015 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share premium account be reduced by £3,000,000,000

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



Date

20 ~~NOVEMBER~~ 2015

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 2 December 2015, 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

MONDAY



LD1 30/11/2015 #10
COMPANIES HOUSE