

Registered Number ~~0595454~~

05095454

**THE COMPANIES ACT**  
**MGN GAS NETWORKS (UK) LIMITED**  
**PRIVATE COMPANY LIMITED BY SHARES**

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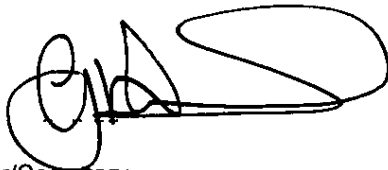
**RESOLUTION**  
**to which Chapter 3 of Part 3**  
**of the Companies Act 2006 applies**

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The following resolution was passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as a special resolution on 3rd December 2012

**SPECIAL RESOLUTION**

That the name of the Company be changed to Wales & West Gas Networks (Holdings) Limited



Director/Secretary

Date

3/12/2012

THURSDAY



\*A1N7FB9E\*

A13

06/12/2012

#121

COMPANIES HOUSE

Registered Number 0595454

**MGN GAS NETWORKS (UK) LIMITED**  
**(the "Company")**

PRIVATE COMPANY LIMITED BY SHARES

**SHAREHOLDERS' WRITTEN RESOLUTION**  
**CIRCULATED ON 3<sup>rd</sup> DECEMBER 2012**

**PURSUANT TO CHAPTER 2**  
**OF PART 13 OF THE COMPANIES ACT 2006**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as special resolution

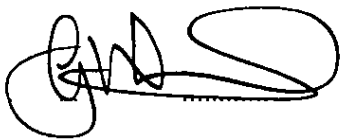
**SPECIAL RESOLUTION**

That the name of the Company be changed to Wales & West Gas Networks (Holdings) Limited

Please read the explanatory notes at the end of this document before signifying your agreement to the resolution

We, the undersigned, were at the time the resolution was circulated entitled to vote on the resolution and irrevocably agree to the resolution

Signed

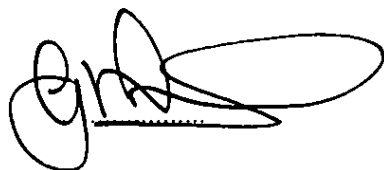


Director

Date 3/12/ 2012

For and on behalf of Western Gas Networks Limited

Signed



Director

Date 3/12/ 2012

For and on behalf of West Gas Networks Limited

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## EXPLANATORY NOTES FOR SHAREHOLDERS:

- 1            If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by hand, by delivering the signed copy to MGN Gas Networks (UK) Limited, Wales and West House, Spooner Close, Coedkernew, Newport NP10 8FZ
- 2            If you do not agree to the above resolution, you do not need to do anything
- 3            Once you have signified your agreement to the resolution, you may not revoke your agreement
- 4            Unless, by 28-day period beginning on the circulation date, sufficient agreement has been received for the resolution to be passed, it will lapse. If you agree to the resolution, please ensure that signification of your agreement reaches us before or on this date
- 5            Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (i.e. members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 5095454

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**MGN GAS NETWORKS (UK) LIMITED**

a company incorporated as private limited by shares; having its registered  
office situated in England/Wales; has changed its name to:

**WALES & WEST GAS NETWORKS (HOLDINGS) LIMITED**

Given at Companies House on **10th December 2012**



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**