

Company No. 05095454

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

WALES & WEST GAS NETWORKS (HOLDINGS) LIMITED
(the "Company")

We, being eligible members representing not less than 75 per cent. of the total voting rights of eligible members who at the circulation date of these resolutions would have been entitled to vote on the resolutions, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions which have been proposed as special resolutions:

SPECIAL RESOLUTIONS

THAT the existing share capital of the Company be reduced from £290,272,506 divided into 290,272,506 ordinary shares of 100 pence each to £29,027.2506 divided into 290,272,506 ordinary shares of 0.01 pence each, by reducing the nominal value of each ordinary share to 0.01 pence and by cancelling and extinguishing 99.99 pence of liability on each issued ordinary share in the capital of the Company and that the amount of such reduction be and is hereby credited to the profit and loss account of the Company as a distributable reserve (the "Share Capital Reduction").

THAT, conditional upon the Share Capital Reduction becoming effective:

- (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- (b) new Articles of Association, in the form of the annexed draft, be adopted in substitution for the Company's existing Articles of Association.



Signed _____

Print name:

For and on behalf of West Gas Networks Limited

Dated: 13 March 2018

Signed _____

Print name:

For and on behalf of Western Gas Networks Limited

Dated: 13 March 2018

Notes:

1. The circulation date of these resolutions is 13 March 2018. These resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these resolutions.
2. An eligible member can signify his or its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to Paul Millar by hand or by sending a copy of the signed resolutions in hard copy form by post to Paul Millar or by email to Paul.Millar@wwutilities.co.uk. An eligible member can also signify his or its agreement to the resolutions by sending an email from his or its email address held by the company for such purposes to Paul Millar at Paul.Millar@wwutilities.co.uk identifying the resolutions and indicating his agreement to such resolutions.
3. These resolutions must be passed within 15 days of the date of their circulation. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.
4. A copy of these resolutions has been sent to the auditors.