

Company No. 5167021

SATURDAY



A14 *A6KXLJ1E* #189
09/12/2017
COMPANIES HOUSE

Southern Gas Networks plc

Notice of General Meeting

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at St Lawrence House, Station Approach, Horley, Surrey, RH6 9HJ on 3 November 2017 at 8:45 a.m. for the purpose of considering and, if thought fit, passing the following Resolutions which will be proposed as Special Resolutions.

Special Resolutions

THAT the Articles of Association of the Company (the "Articles") be amended by disapplying Regulation 9 to 11 (inclusive) of Table A (as defined in the Articles), by amending Article 2 so it reads as follows:

"The regulations contained in Table A (as modified by these articles) shall apply to the company except in so far as they are excluded by or are inconsistent with these articles. Regulations 8 to 11 (inclusive), 24, 25, 26, 40, 41, 54, 60 to 62 (inclusive), 64, 65, 67, 73 to 78 (inclusive), 80, 83, 94 to 98 (inclusive), 108, 111, 112, 115, 116 and 118 of Table A shall not apply to the Company."

THAT the Articles of Association of the Company (the "Articles") be amended by deleting the entirety of Article 7 (*Company's lien*) and inserting the following as a new Article 7:

7 "TRANSFER OF SHARES"

Notwithstanding anything contrary in these articles but subject always to any legal, regulatory or licence obligations of the Company, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

- 7.1 is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"), or
- 7.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- 7.3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt."

By order of the Board

Nicola Shand

Secretary

Date: 3 November 2017
Registered No: 5167021
Registered Office: St Lawrence House, Station Approach, Horley, Surrey, RH6 9HJ

Note: A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the General Meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company.

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Southern Gas Networks plc
Consent to Short Notice

I/We, the undersigned, being the members of the Company having the right to attend and vote at the meeting convened by the attached notice and together holding not less than 95 per cent. in nominal value of the shares giving such rights, HEREBY CONSENT to the meeting convened by the attached notice being convened and held on the date specified in such notice, and to the proposing and passing thereat of the Special Resolutions set out therein, notwithstanding that less than the statutory or other period of notice of such meeting may have been given.

Signed  X
Name: **GREGOR ALEXANDER**
for Scotia Gas Networks Ltd

Dated: 03 November 2017

Signed  X
Name: **GREGOR ALEXANDER**
for Scotland Gas Networks plc

Dated: 03 November 2017

Southern Gas Networks plc

Minutes of a General Meeting of the Company
held at St Lawrence House, Station Approach, Horley, Surrey, RH6 9HJ
on 3 November 2017 at 8.45 a.m.

Present:

Gregor Alexander, SSE (Chairman)
Natalie Flageul, SSE
Guy Lambert, Blue Spyder B
Alejandro Lopez Delgado, Borealis
Kenton Bradbury, Borealis
Neil Fleming, OTPP
Andrew Taylor, OTPP
Graham Juggins, OpCo Independent Director
Paul Jeffery, OpCo Independent Director


Apologies:

Robert McDonald, SSE
John McManus, Borealis

In attendance:

John Morea, SGN (CEO)
Chris Brook, SGN (CFO)
Mike Bedford, SGN
Nicola Shand, SGN (Company Secretary)
Advisers: Evercore, RBS & Linklaters

- 1 The Chairman produced to the Meeting a copy of the Notice convening the Meeting. He declared that a quorum was present and that requisite consents to short notice of the Meeting had been obtained and that accordingly the Meeting was duly convened and constituted.
- 2 The Notice convening the Meeting was, by general consent, taken as read.
- 3 The Chairman proposed the Resolutions set out in the Notice as Special Resolutions of the Company and, having put the Resolutions to the Meeting, declared them duly passed on a show of hands as Special Resolutions.
- 4 The business of the Meeting being concluded, the Chairman declared the Meeting closed.



Chairman