

Northern Gas Networks Holdings Limited (the Company)

(Registered in England & Wales - No 05213525)

WRITTEN RESOLUTION

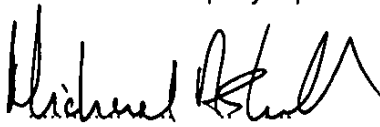
On 18 November 2013, the following resolution was duly passed as a written resolution in accordance with the requirements of sections 288 to 300 Companies Act 2006 by the requisite majority of members of the Company

As a special resolution in accordance with section 283 Companies Act 2006

THAT the capital of the Company be reduced by cancelling 500,000,000 ordinary shares of £1 each pro rata to the respective percentage holdings of each shareholder of the Company as follows

- (a) 206,470,588 ordinary shares held by Beta Central Profits Limited,
- (b) 235,294,117 ordinary shares held by PG (April) Limited, and
- (c) 58,235,295 ordinary shares held by SAS Trustee Corporation,

and thereby creating a distributable reserve of the Company equal to £500,000,000



Director/Secretary

