

Company No: 06795997

**CENTRICA FINANCE INVESTMENTS LIMITED**

**Written Resolution**

of the Sole Member of the Company

Circulation Date: 29 October 2014

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**

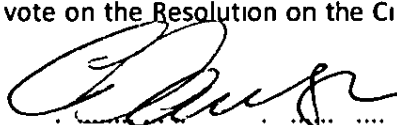
**THAT**, the directors of the Company having on 3 November 2014 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share premium account be reduced from £2,000,000 to £0

**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 GB Gas Holdings Limited



Date

3 November 2014

**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 25 November 2014, 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

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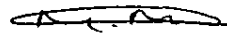
07/11/2014

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COMPANIES HOUSE

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The above Special Resolution was passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 3 November 2014 the signatory being duly authorised to sign the written resolution on behalf of the sole member of the Company



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Secretary