

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

SPIRIT ENERGY LIMITED

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolution set out below be submitted to the eligible members of the Company as a written resolution and passed as a Special Resolution.

SPECIAL RESOLUTION

"That the name of the Company be changed to Centrica Newco 123 Limited"

We being the sole member of the Company hereby signify our irrevocable agreement to the Resolution in accordance with the acceptance procedure set out below



Date 16/10/17

Grant Dawson, Director

On behalf of GB Gas Holdings Limited

Holder of 100% of the £1 ordinary shares of the Company

Signed by Grant Dawson

On behalf of the directors below who have given their written approval

Jeff Bell

Andrew Page



LD1 16/10/2017 #54
COMPANIES HOUSE

Written Resolution – Acceptance Procedure

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 reply.
 3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
 4. Unless, by midnight on 31 October, 2017, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure your agreement reaches us before this time.
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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 16 October, 2017 the signatory/signatories being duly authorised to sign the written resolution on behalf of the member(s) of the Company.

FOR AND ON BEHALF OF
CENTRICA SECRETARIES LIMITED
Andrew Hodges
Centrica Secretaries Limited
Secretary



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 10990361

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

SPIRIT ENERGY LIMITED

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

CENTRICA NEWCO 123 LIMITED

Given at Companies House on **16th October 2017**



Companies House



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