

Centrica Finance (Scotland) Limited
(the "Company")

Written Resolution of the sole Member of the Company

Circulation date: 18 December 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

That the Directors be empowered to allot and issue to GB Gas Holdings Limited 230,150,000 ordinary shares in the capital of the Company in accordance with the provisions of the subscription letter dated 18 December 2012 from GB Gas Holdings Limited to the Company, as if the provisions of article 28 (*All shares to be fully paid*) of the Company's articles of association, as set out below, did not apply to such allotment and issue.

Article 28:

"28. All shares to be fully paid

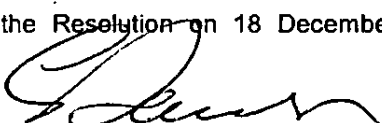
- (1) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.
- (2) This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum."

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on 18 December 2012, hereby irrevocably agrees to the Resolution:

Signed by GB Gas Holdings Limited



Date

18 December 2012

NOTES:

- 1 If you agree with 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.



(Company Number SC436640)

- 4 Unless, by midnight on 14 January 2013, 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.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

RECORD OF WRITTEN RESOLUTION:

The Resolution was passed as a special resolution on being the sole member of the Company.

18 December 2012, the signatory


FOR AND ON BEHALF OF
CENTRICA SECRETARIES LIMITED Secretary