CENTRICA FINANCE (SCOTLAND) LIMITED

Written Resolution

of the Sole Member of the Company

Circulation Date: ⊣ December 2016

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 ⊣ December 2016 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share capital be reduced from £669,420,001 to £1 by cancelling 669,420,000 of the issued Ordinary Shares of £1.00 each in the capital of the Company registered in the name of GB Gas Holdings Limited.

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 ⊣ December 2016, hereby irrevocably agrees to the Resolution:
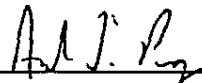
Signed on behalf of GB Gas Holdings Limited ....

Date ...... 07/12/16 ......

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 reply.

3   Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

4   Unless, by midnight on __4 JANUARY 2017__ , 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.

The above Special Resolution was passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on _7_ December 2016, the signatory being duly authorised to sign the written resolution on behalf of the sole member of the Company.

Director / Secretary