

The Companies Acts

Public Company Limited by Shares

ARTICLES OF ASSOCIATION

of

SCOTLAND GAS NETWORKS PLC

SC 264065

Adopted by special resolution on 18 May 2005

as amended by written resolution dated 28 September 2005, special resolution dated 23 September 2008, special resolution dated 26 November 2013 and special resolution dated 3 November 2017

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DEFINITIONS AND INTERPRETATION

1. Definitions

A Director means a director of the company appointed to the board by or at the direction of the Majority A Shareholders;

B Director means a director of the company appointed to the board by or at the direction of the Majority B Shareholders;

C Director means a director of the company appointed to the board by or at the direction of the Majority C Shareholders;

A Shares means A ordinary shares of £1.00 each in the capital of Holdco;

B Shares means B ordinary shares of £1.00 each in the capital of Holdco;

C Shares means C ordinary shares of £1.00 each in the capital of Holdco;

address includes (but only in relation to electronic communications) any number or address used for the purposes of such communications;

board means the board of directors for the time being of the company or those directors present at a duly convened meeting of the directors at which a quorum is present;

committee means a committee of the board duly appointed pursuant to these articles;

communication is as defined in the Electronic Communications Act 2000;

directors means a director for the time being of the company;

electronic communication is as defined in the Electronic Communications Act 2000;

Holdco means Scotia Gas Networks Limited, a company incorporated in England and Wales with registered number 04958135;

Majority A Shareholders means those person or persons from time to time holding the majority of A Shares in issue;

Majority B Shareholders means those person or persons from time to time holding the majority of B Shares in issue;

Majority C Shareholders means those person or persons from time to time holding the majority of C Shares in issue;

Statutes means every statute (including any statutory instrument, order, regulation or subordinate legislation made under it) for the time being in force concerning companies and affecting the company;

Table A means the version of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 which applies by default to a public company limited by shares incorporated on • September 2008 that does not register articles of association of its own;

these articles means these articles of association (including such regulations in Table A as apply to the company) as originally adopted or as altered from time to time and reference to any numbered article is to the corresponding article in these articles;

writing includes any method of reproducing or representing words in a legible and non-transitory form.

References in regulation 1 of Table A to "these regulations" shall include a reference to these articles. Headings to these articles are inserted for convenience only and shall not affect their construction.

References to the execution or the signing of an electronic communication include references to its being executed by such means as the directors may from time to time approve (including for the purposes of establishing the authenticity or integrity of the communication). Except insofar as these articles expressly require a communication to be in writing, any electronic communication purporting to contain a copy of a document need not be in writing provided that it faithfully and intelligibly reproduces all the relevant information given in writing in the document. References to anything given, sent or received by, or contained in, an electronic communication include references to its being published on a web site and such publication being notified (by electronic communication or otherwise) to the relevant person in such manner that, where relevant, that person would be deemed to have notice of it, and access on that web site to it, for at least the duration of any relevant period of notice or availability prescribed by these articles or by the Statutes.

Any reference in these articles to any statutory provision shall be construed as a reference to the provision as amended, replaced, consolidated or re-enacted.

2. **Table A**

The regulations contained in Table A (as modified by these articles) shall apply to the company except in so far as they are excluded by or are inconsistent with these articles. Regulations 8 to 11 (inclusive), 24, 25, 26, 40, 41, 54, 60 to 62 (inclusive), 64, 65, 67, 73 to 78 (inclusive), 80, 83, 94 to 98 (inclusive), 108, 111, 112, 115, 116 and 118 of Table A shall not apply to the Company.

SHARE CAPITAL

- 3.1 The authorised share capital of the Company at the date of adoption of these articles is £50,000 divided into 50,000 ordinary shares of £1.00 each.
- 3.2 Subject to any direction to the contrary which may be given by the company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Companies Act 1985) to such persons (including any director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount.
- 3.3 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with this article shall be the nominal amount of unissued share capital at the date of incorporation of the company or such other amount as shall be authorised by the company in general meeting.
- 3.4 The authority conferred on the directors by this article shall remain in force for a period of five years from the date of incorporation of the company and thereafter provided this authority is renewed from time to time by the company in general meeting in accordance with section 80 of the Companies Act 1985.

4. Disapplication of statutory pre-emption provisions

In accordance with section 91(1) of the Companies Act 1985, the provisions of sections 89(1) and 90(1) to (6) (inclusive) of the Companies Act 1985 shall not apply to the share capital of the company (present and future).

5. Alteration of share capital

Subject to the provisions of the Companies Act 1985, the company may by special resolution reduce its share capital, any capital redemption reserve, any share premium account or other distributable reserve in any way.

6. Execution of certificates

Every certificate for shares or other securities of the company shall be issued under the seal or in such other manner as the directors, having regard to the terms of issue and the Statutes, may authorise, and each share certificate shall specify the shares to which it relates, the distinguishing number (if any) of the shares and the amount paid up on the shares. The directors may determine, either generally or in relation to any particular case, that any signature on any certificate need not be autographic but may be applied by some mechanical or other means, or printed on the certificate, or that certificates need not be signed.

7. TRANSFER OF SHARES

Notwithstanding anything contrary in these articles but subject always to any legal, regulatory or licence obligations of the Company, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

- 7.1.1 is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"), or

7.1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

7.1.3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt.

PROCEEDINGS AT GENERAL MEETINGS

8. Quorum

No business shall be transacted at any general meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum provided that if and for so long as the company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

9. Procedure if a quorum is not present

If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

10. Procedure if a single member company

10.1 If the membership of the company falls to one member or, having been one member, increases to more than one member, an appropriate statement of such event shall together with the date of that event be entered in the register of members in accordance with section 352A of the Companies Act 1985.

10.2 If and for so long as the company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the company in general meeting save that this article shall not apply to resolutions passed pursuant to sections 168 and 510 of the Companies Act 2006. Any decision taken by a member pursuant to this article shall be recorded in writing and delivered (including by electronic communication) by that member to the company for entry in the company's minute book.

10.3 If and for so long as the company has only one member and that member is a director, the company shall, except as to contracts in the ordinary course of the company's business, comply with the obligation in section 231 of the Companies Act 2006 to ensure that any contract between the company and that member is in writing or set out in a memorandum in writing or is recorded in the minutes of the first meeting of the directors following the making of that contract.

11. Execution by or on behalf of members

11.1 For all purposes, including the execution or signature of any appointment of proxy, resolution in writing, notice or other document (including electronic communications) executed, signed or approved pursuant to any provision of these articles,

11.1.1 in the case of a share registered in the name of joint holders, signing by any one of such joint holders shall be deemed to be and shall be accepted as signing by all the joint holders; and

11.1.2 in the case of a member which is a corporation, signing by any director or the secretary of that corporation or any other person who appears to any officer of the company (acting reasonably and in good faith) to have been duly authorised to sign shall be deemed to be and shall be accepted as signing by that corporation.

12. Right to demand a poll

A poll may be demanded at any general meeting by any member (or his proxy or, in the case of a corporation, his duly authorised representative) entitled to vote at the meeting. Regulation 46 of Table A shall be modified accordingly.

13. Resolution in writing

13.1 A resolution in writing of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it has been passed at a general meeting duly convened and held if it consists of either:

13.1.1 an instrument (including one contained in an electronic communication) in writing signed by or on behalf of each such member; or

13.1.2 several instrument (including any contained in electronic communications) in writing in substantially similar form each signed by or on behalf of one or more of such members.

13.2 Any such instrument in writing may be accepted notwithstanding that the original is not available at the office provided that a copy of it has been sent (including by electronic communication) by or on behalf of one or more of such members and deposited or received at the office or received by any director or by the secretary.

14. Voting

Subject to any rights or restrictions as to voting attached to any shares by the terms on which they were issued or by or in accordance with these articles or otherwise, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by its duly authorised representative, not being himself a member entitled to vote, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present in person or by proxy or (being a corporation) is present by its duly authorised representative shall have one vote for every share of which he is the holder.

15. Proxies

15.1 If the appointment of a proxy is:

15.1.1 an instrument not contained in an electronic communication, it shall be executed under the hand of the appointor or of his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign it;

15.1.2 contained in an electronic communication, it shall be executed by or on behalf of the appointor.

15.2 The directors may (but need not) allow proxies to be appointed by means of electronic communication, and if they do they may make such appointments subject to such stipulations, conditions or restrictions, and require such evidence of valid execution, as the directors think fit.

15.3 The appointment of a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority certified notarially or in some other way approved by the directors, shall:

15.3.1 in the case of an instrument not contained in an electronic communication, be deposited at the office (or at such other place within the United Kingdom as is specified for the purpose in the notice convening the meeting or in the instrument) not less than 48 hours before the time of the holding of the meeting or adjourned meeting at which the person named in the appointment proposed to vote; or

15.3.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

- (a) in the notice convening the meeting, or
- (b) in any instrument of proxy sent out by the company in relation to the meeting, or
- (c) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting.

be received at such address (or, where the thing in question is not contained in an electronic communication, at the office or at such other place as may be specified for the purpose) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

15.3.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

15.3.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting or to any director,

but notwithstanding this an appointment of a proxy may be accepted by the directors at any time prior to the meeting at which the person named in the appointment

proposed to vote (or, where a poll is demanded at the meeting, but not taken forthwith, at any time prior to the taking of the poll). Otherwise, an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

- 15.4 The appointment of a proxy shall be in any usual form or any other form which the directors may approve and may relate to more than one meeting. The directors may, if they think fit but subject to the Statutes, include with the notice of any meeting forms of appointment of proxy for use at the meeting. The appointment of proxy shall be deemed to include the right to demand or join in demanding a poll and (except to the extent that the appointment comprises instructions to vote in a particular way) to vote or abstain as the proxy thinks fit on any business property dealt with at the meeting, including a vote on any amendment of a resolution put to the meeting or on any amendment of a resolution put to the meeting or on any motion to adjourn. The appointment shall, unless the contrary is stated in it, be as valid for any adjournment of the meeting as for the meeting to which it relates.
- 15.5 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid, notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of such determination was received by the company at the office (or at such other place at which the appointment of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which the appointment was duly received) not later than the last time at which an appointment of proxy should have been deposited, delivered or received in order to be valid for use at the meeting or on the holding of the poll at which the vote was given or the poll demanded.

NUMBER OF DIRECTORS

16. Number of directors

Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one.

ALTERNATE DIRECTORS

17. Appointment, removal and cessation

Any director other than an alternate directors may by notice in writing appoint any person to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director shall cease to be an alternate director if his appointor ceases to be a director.

18. Alternate acting for more than one director

When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him who is not present (in addition to his own vote if he is himself a director) and shall be counted in the quorum as a corresponding number of directors provided that at least one other director (or alternate director) is participating.

DELEGATION OF POWERS

19. Committees

- 19.1 The following sentences shall be inserted in place of the first sentence of regulation 72 of Table A:

"The directors may delegate any of their powers to any committee consisting of one or more persons. Any committee shall have the power (unless the directors direct otherwise) to co-opt as a member or as members of the committee for any specific purpose any person or persons not being a director or directors of the company".

- 19.2 The power to delegate contained in this article shall be effective in relation to the powers, authorities and discretions of the directors generally (none of which shall be deemed incapable of delegation to a committee) and shall not be limited by the fact that in certain articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the board or by a committee authorised by the board.

APPOINTMENT AND RETIREMENT OF DIRECTORS

20. **No retirement by rotation**

The directors shall not be subject to retirement by rotation and accordingly the final two sentences of regulation 79 of Table A shall not apply to the company.

21. **Casual vacancy**

The company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.

22. **Majority shareholders' right to appoint and remove directors**

Any member or members holding a majority in nominal amount of the issued ordinary share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the company signed by the relevant member or members. Any such appointment or removal shall take effect when the notice is delivered to the office or to the secretary, or is received by electronic communication at the company's address for electronic communications, or is produced at a meeting of the board. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the company.

23. **Death of a sole member**

In any case where as a result of the death of a sole member of the company the company has no members and no directors, the personal representatives of such deceased member shall have the right by notice in writing signed by them and delivered to the office or to the secretary, or received by electronic communication at the company's address for electronic communications, to appoint a person to be a director of the company and such appointment shall be as effective as if made by the company in general meeting.

24. **No age limit for directors**

There shall be no age limit for directors of the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

25. Disqualification

Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e):

"(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or" and

"(e) he is otherwise duly removed from office."

REMUNERATION OF DIRECTORS

26. Ordinary remuneration and extra remuneration

Regulation 82 of Table A shall be amended by the addition of the following:

"Such remuneration shall be divided between the directors in such proportion and manner as the directors may unanimously determine or, in default of such determination, equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion of the fraction of such year or other period during which he has held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors may determine."

27. Directors' expenses

The directors (including alternate directors) may be paid all travelling, hotel and other expenses properly and reasonably incurred by them in connection with their attendance at meetings of directors or committees or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties.

PROCEEDINGS OF DIRECTORS

28. Notice to directors outside the United Kingdom

28.1 Regulation 88 of Table A shall be amended as follows:

Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Notice of every meeting of directors shall be given to each director or his alternate director, including any director or alternate director who may for the time being be absent from the United Kingdom and has given the Company his address (which may be or include his address for electronic communications) outside the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes provided that a majority of the A Directors, B Directors and C Directors attending the meeting have voted in favour. The chairman shall not have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

and any secretary so appointed may be removed by them. If thought fit, two or more persons may be appointed as joint secretaries. The directors may also appoint from time to time on such terms as it thinks fit one or more assistant or deputy secretaries.

THE SEAL

33. Sealing

- 33.1 If the company has a seal it shall only be used with the authority of the directors or of a committee. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director.
- 33.2 Without limiting the directors or any committee's powers pursuant to regulation 101 of Table A, the directors or a committee authorised to so do by the directors may by electronic communication (whether or not in writing) authorise any person to use the seal and the transmission of such authority shall constitute a determination in such a case that that person may sign any instrument to which the seal is to be affixed pursuant to that authority.

34. Official seal

In accordance with section 39 of the Companies Act 1985 the company may have an official seal for use in any territory, district or place outside the United Kingdom.

DIVIDENDS

35. Payment of dividends

- 35.1 The payment by the directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the company as trustee in respect of such monies. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.
- 35.2 The director may retain any dividend or other monies payable on or in respect of a share on which the company has a lien and may apply the same in or towards satisfaction of the debts or other liabilities in respect of which the lien exists.

NOTICES

36. Form of notice

Any notice, document or other communication (including copies of accounts or summary financial statements) to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of directors) shall be in writing except that, if it is given using electronic communications, it need not be in writing unless these articles specifically require it to be.

37. Service of notice

- 37.1 The company may give any notice either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications in accordance with this article. In the case of joint holders of a share, all notices shall be given to the

joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who notifies the company of an address within the United Kingdom at which notices, documents or other communications may be served on or delivered to him shall be entitled to have notices or other communications served on or delivered to him at that address (in the manner referred to above), but otherwise no such member shall be entitled to receive any notice, document or other communications from the Company. Such address may, at the directors' discretion, be an address for the purposes of electronic communications but the directors may at any time without prior notice (and whether or not the company has previously sent electronic communications to that address) refuse to send electronic communications to that address.

- 37.2 Any notice, document or other communication sent by electronic communication shall be sent to an address for the time being notified (by the person wishing to receive the electronic communication) for that purpose to the person sending the communication. Except insofar as the Statutes require otherwise, for electronic communications given by the company to any member (but not vice versa) the company may treat an address notified for the purpose of any electronic communication as that member's address for all electronic communications, whatever their content, until the member notifies the company otherwise.

38. When notice deemed served

38.1 Any notice, document or other communication:

38.1.1 if sent by the company by post or other delivery service shall be deemed to have been served or delivered on the day following that on which it was put in the post or given to the delivery agent and, in proving service or delivery, it shall be sufficient to prove that the notice, document or communication was properly addressed, prepaid and put in the post or duly given to the delivery agent;

38.1.2 if sent by the company by way of an electronic communication shall be deemed to have been served or delivered at the expiration of 48 hours after the time it was sent, and proof that the notice or communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that it was served or delivered;

38.1.3 not sent by post or other delivery service but served or delivered personally or left by the company at the address for that member on the register shall be deemed to have been served or delivered on the day and at the time it was so left.

39. Service of notice on person entitled by transmission

Where a person is entitled by transmission to a share, any notice, document or other communication shall be served upon or delivered to him by the company as if he were the holder of that share and his address were that noted in the register as the registered address or (to the extent compatible with the nature of the thing served, and subject to the directors' discretion) that given by the holder for the purposes of electronic communications. Otherwise, any notice, document or other communication served on or delivered to any member pursuant to these articles shall, notwithstanding that the member is then dead or bankrupt or that any other

event giving rise to the transmission of the share by operation of law has occurred and whether or not the company has notice of the death, bankruptcy or other event, be deemed to have been properly served or delivered in respect of any share registered in the name of that member as sole or joint holder.

INDEMNITY

40. Officers' indemnity

Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the company shall be entitled to be indemnified by the company against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the actual or purported execution of his duties or in the exercise or purported exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or in connection with any application in which relief is granted to him by the Court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the company.

41. Directors' power to purchase indemnity insurance

The directors shall have power to purchase and maintain for any director, secretary, auditor or other officer of the company insurance against any such liability as is referred to in section 232(2) of the Companies Act 2006.