

Company No. 3167150

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

BG TRANSCO LIMITED

SPECIAL AND ELECTIVE RESOLUTIONS

(PASSED ON 23RD SEPTEMBER 1997)

At an extraordinary general meeting of BG TransCo Limited duly convened and held at 100 Thames Valley Park Drive, Reading, Berkshire RG6 1PT on 23rd September 1997 the following resolutions were duly passed. Resolution (1) as a Special Resolution and Resolutions (2) and (3) as Elective Resolutions.

RESOLUTION 1

That in accordance with section 250 of the Companies Act 1985 (as inserted by section 14 of the Companies Act 1989) the company shall be exempt from the provisions of Part VII of the Companies Act 1985 (as inserted by the Companies Act 1989) relating to the audit of accounts and obligation to appoint auditors.

RESOLUTION 2

That pursuant to Section 252 of the Companies Act 1985, the company hereby elects to dispense with the laying of accounts and reports before the company in general meeting.

RESOLUTION 3

That pursuant to Section 366A of the Companies Act 1985, the company hereby elects to dispense with the holding of Annual General Meetings in 1998 and subsequent years (until this election is revoked).

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Chairman

