

Gas to the West Application Information Pack:

Annex 3 Form of Application reproduced from the Regulations

Schedule 1

Form of Application for a Gas Conveyance Licence, Gas Storage Licence, Gas Supply Licence or LNG Licence

1. **Full name of the applicant.**

BGE (UK) Limited

2. **Address of the applicant or, in the case of a body corporate, the registered or principal office.**

6, St. Andrew Street, 5th Floor, London, EC4A 3AE

3. **Where the applicant is a partnership or other joint venture (other than a body corporate), the name and address of each party concerned.**

Not applicable

4. **The name, address and telephone number of the person or persons to whom correspondence or enquiries concerning the application should be directed.**

Name	Mr. Brian Murphy	Mr. Declan Burke
Address	Bord Gáis Networks	Bord Gáis Networks
	Gasworks Road	Gasworks Road
	Cork	Cork
	Ireland	Ireland
Telephone	+353 (21) 453 4870	+353 (21) 453 4420

5. **The particular type of licence(s) sought, that is to say whether to convey gas and/or store gas and/or supply gas and/or operate an LNG facility, or an extension of any of these types of licence granted to the applicant at the time of this application.**

BGE (UK) Limited are seeking a new licence to build and convey gas along a new high pressure (>7bar) gas pipeline to serve the areas described under the 'Gas to the West' competition.

6. **Details of any other licence application to which the applicant wishes this application to be connected (see Note 1).**

We are requesting that our application be connected to an application being made by Firmus Energy (Distribution) Limited for a licence for a low pressure (<7 bar) gas pipeline described under the 'Gas to the West' competition. Firmus Energy (Distribution) Limited will make a reciprocal request in their equivalent application.

7. **The date from which the licence or extension is desired to take effect.**

We request that the licence should take effect at a date agreed by BGE(UK) Limited with the Northern Ireland Authority for Utility Regulation.

8. **Status of the applicant, that is to say whether the applicant is a public limited company, private limited company, overseas company, other body corporate, partnership, unincorporated association, sole trader or other entity (and in the last case particulars of the legal status).**

Private Limited Company

9. **If the applicant is a body corporate:—**

(a) **The jurisdiction under which it is incorporated.**

England

(b) **If applicable, its registration number.**

2827969

(c) **The full names and addresses of its current Directors (including any shadow director within the meaning of section 251 of the 2006 Act) or, where appropriate, the corresponding officers.**

John Barry, [REDACTED]

Charles John Beattie, [REDACTED],
Northern Ireland

Richard William Jemmett, [REDACTED]

(d) **The name, address and telephone number of a person or persons authorised to accept service of any notices or processes required to be served on the applicant.**

William Gerard O'Riordan (Company Secretary)

c/o Susan Fadil
TMF Corporate Secretarial Services Limited
6 St Andrew Street,
London EC4A 3AE

- (e) **The name and registered office of any holding company (within the meaning of section 1159 of the 2006 Act) of the applicant and the name and registered or principal office of any parent undertaking (within the meaning of section 1162 of the 2006 Act) of the applicant.**

Bord Gáis Eireann (parent), 6 Lapps Quay, Cork, Ireland

(Please note this address will change to "Webworks Cork, Eglinton St., Cork at the end of May 2014)

10. **If the applicant is neither a body corporate nor a sole trader, the name(s) and address(es) of the person or persons in whom effective control of the applicant rests.**

Not applicable

11. **Where a holding of 20% or more of the shares (see Note 2) of an applicant is held by a body corporate or partnership or an unincorporated association carrying on a trade or business with or without a view to profit, the name(s) and address(es) of the holder(s) of such shares shall be provided specifying in each case the class of share held, the number of shares so held and the percentage of the aggregate number of shares of that class represented thereby.**

Not applicable - 100% of the share capital of BGE (UK) Limited is held by Bord Gáis Éireann (BGE), a statutory body established pursuant to the Gas Act 1976. Please see certified copy extract register of members attached at Appendix 1 hereof outlining details on the share class and the number of shares so held by BGE.

12. **Details of any licences under the Order¹ or the Electricity (Northern Ireland) Order 1992² held, applied for (whether or not successfully) or intended to be applied for by the applicant or (so far as is known to the applicant) by any person who is a related person in relation to the applicant. (See Note 3).**

12.1 Gas conveyance licence granted to BGE(UK) Limited on 12 February 2002.

This licence covers the Northwest Pipeline, the South North Pipeline and associated Spur Lines subsequently approved by NIAUR.





¹ S.I. 1996/275 (N.I.2), relevant amendments were made by S.R. 2011 No. 155 and S.R. 2013 No. 92

² S.I. 1992 No. 231 (N.I. 1)

[http://www.uregni.gov.uk/uploads/licenses/Gas_Conveyance_licence_for_BGE_\(UK\)_Ltd_03-07-2013.pdf](http://www.uregni.gov.uk/uploads/licenses/Gas_Conveyance_licence_for_BGE_(UK)_Ltd_03-07-2013.pdf)

12.2 As well as this connected application BGE(UK) Limited is applying for an exclusive licence for the high pressure gas conveyance licence to be awarded as part of the 'Gas to the West' competition. This licence application is not connected to the application of any other entity as specified in Section 6 of that application.

13 Confirmation of statement by the applicant:

<p>The applicant or, where the applicant is a company a senior officer of the company, must indicate his or her confirmation of statements (a) to (f) below by initialling next to those statements and signing where indicated below. In relation to statement (c) only, if the applicant or senior officer is not able to confirm the statement then he or she need not initial this statement provided that he or she provides a written description of the reasons why the senior officer cannot give such confirmation.</p>	
<p>"I, the applicant or a duly authorised officer of the applicant hereby confirm that:</p>	
<p>(a) the information provided in this application is true, accurate and complete.</p>	<p>Initial below:</p>
	
<p>(b) the applicant has not breached any applicable legislation or regulations in preparing or making this application.</p>	<p>Initial below:</p>
	
<p>(c) the applicant is not aware of any application to place it in liquidation, administration or receivership, or to commence any analogous process or proceeding in any jurisdiction, and that no such process has been commenced.</p>	<p>Initial below:</p>
	
<p>(d) the applicant is acting as a principal in the licence application and not as an agent for any undisclosed person and the applicant has expressly authorised me to act on its behalf in completing this application.</p>	<p>Initial below:</p>
	
<p>(e) the applicant understands the obligations of a transmission system operator and/or distribution system operator; a gas storage operator; a gas supplier;</p>	<p>Initial below:</p>

or an LNG facility operator (as applicable) to comply with the conditions in the relevant licence.

②

(f) the applicant understands that knowingly or recklessly making a false, incomplete, or misleading statement in support of this application may lead to the grant of the licence being refused, and may result in criminal prosecution under Article 46 of the Order.”

**Initial
below:**

②

Signed:

John Barry

Name: John Barry

Position: Chairman

Dated: 06/05/2014

14. In this schedule:-

“the 2006 Act” means the Companies Act 2006³;

“senior officer” means the chairman, chief executive, other director or company secretary of the applicant.

Note 1

An application is “connected” to one or more other applications (whether or not made by the same applicant) where the applicant indicates that, if any of the licences which is the subject of those other applications were not to be granted to the person applying for it, it would be its intention to withdraw that application.

Note 2

References to shares:—

- (a) in relation to an applicant with a share capital, are to allotted shares;
- (b) in relation to an applicant with capital but no share capital, are to rights to share in the capital of the applicant; and
- (c) in relation to an applicant without capital, are to interests:—
 - (i) conferring any rights to share in the profits or liability to contribute to the losses of the applicant; or
 - (ii) giving rise to an obligation to contribute to the debts or expenses of the applicant in the event of a winding up.

Note 3

“Related person” means:—

- (a) in relation to an applicant who is an undertaking within the meaning of section 1161 of the 2006 Act (“the principal undertaking”), a parent or subsidiary undertaking of the principal undertaking, or a subsidiary undertaking of a parent undertaking of the principal undertaking, in each case within the meaning given by section 1162 of the 2006 Act; and
- (b) in relation to any applicant (including such an undertaking) or connected person of the applicant with the meaning of Section 286 of the Taxation of Chargeable Gains Act 1992⁴.”

³ 2006 c.46

⁴ 1992 c.12

Schedule II Part 1

Financial information

1. **If the applicant is a company copies of:–**
 - (a) **the most recent annual accounts of the applicant in respect of which an auditors' report has been prepared, together with that report;**
 - (b) **the annual accounts of the applicant for the two financial years preceding that to which the accounts referred to in sub-paragraph (a) above relate, together with the appropriate auditors' reports;**
 - (c) **such interim accounts (whether audited or not) as may have been prepared in respect of a period more recent than that covered by any of the documents specified in sub-paragraph (a) and (b) above.**

(Please list below supporting documentation provided)

See Appendix 1.....
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2. **In addition to the documents specified at paragraph 1 if the applicant is a subsidiary undertaking, copies of:–**
 - (a) **the most recent group accounts in respect of the group of which the subsidiary undertaking forms part and in respect of which an auditors' report has been prepared, together with that report;**
 - (b) **the group accounts in respect of that group for the two financial years preceding that to which the accounts referred in sub-paragraph (a) relate, together with the appropriate auditors' reports; and**
 - (c) **such interim accounts for that group (whether audited or not) as may have been prepared in respect of a period more recent than that covered by any of the documents specified in sub-paragraphs (a) and (b).**

(Please list below supporting documentation provided)

Please see attached at Appendix1 hereof, consolidated Group Financial Statements for year ended 31st December 2012 for Bord Gáis Éireann (BGE) including the independent auditors report. The Group accounts for year ended 31st December 2013 have yet to be approved by the BGE Board but are expected to be formally approved at the end of May 2013 following on from which same can be provided in support of the enclosed application, if required.

3. **Where the documents specified at paragraph 2 do not include the consolidated accounts for any parent undertaking of the applicant established outside Northern Ireland, copies of such accounts together with any auditors' reports, as indicate the financial state of affairs of the group in question:–**

- (a) at the time of the application; and
- (b) at the end of each of the three financial years preceding that time.

(Please list below supporting documentation provided)

Not Applicable.....

Note

If the application is for an extension of a licence, the information and documents specified at paragraphs 1 to 3 above and paragraphs 4 to 7 below need only be given in so far as, in any material respect they differ from or add to the most recent information or documents which were provided in relation to the same requirement:–

- (a) with an application made by the applicant in accordance with these Regulations; or
- (b) subsequent to such an application in pursuance of a condition of the applicant's licence.

- 4. Where the applicant is not a company, such accounts or other information as indicate the financial state of affairs of the applicant, and of any person in whom effective control of the applicant resides:–**
- (a) at the time of the application; and**
 - (b) at the end of each of the three financial years preceding that time.**

(Please list below supporting documentation provided)

Not applicable

- 5. A statement giving such further particulars (if any), whether by way of financial projections, sources of finance (including the amount of any borrowings required or being sought from banks or other lending institutions) or otherwise, as will, in conjunction with such particulars and documents as are provided in accordance with paragraphs 1 to 4, indicate whether the applicant would be likely to be able to finance the activities authorised by its licence if the application were granted.**

(Please list below supporting documentation provided)

As per our 2012 Financial Statements, Bord Gáis Éireann had debt facilities amounting to €2.25 billion and access to substantial liquidity, including over €300m in Cash & Cash equivalents and a further €750m in available Finance facilities. Bord Gáis Éireann's Network business generated EBITDA of €300m in that year. Bord Gáis Éireann continues to have a wide diversity of funding sources including the Euro Bond Market, US PP Markets, Commercial Bank Facilities, EIB, ECA linked facilities and project Finance. Bord Gáis Éireann has demonstrated capabilities of funding large infrastructure projects in the past including the South North Pipeline and the North West Pipeline in Northern Ireland.

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Constitutional documents

- 6. Where the applicant is a company:–**
- (a) copies of its Memorandum and Articles of Association or other constitutional documents;**
 - (b) the names of its directors as at the date of the application; and**
 - (c) the names of its principal shareholders as at the date of the application.**

(Please list below supporting documentation provided)

See Appendix 1

Certified copy Memorandum & Articles of Association of BGE (UK) Limited

Certified copy extract register of Directors and Secretaries

BGE is the sole member of the company – see attached extract Register of Members.

Certified copy extract share register

- 7. Details of each parent undertaking, holding company and ultimate controller of the applicant, and full details of the position of the applicant within any group structure.**

(Please list below supporting documentation provided)

BGE is the parent company and holds all of the authorised issued share capital in BGE (UK) Limited.

BGE is a statutory entity established pursuant to the Gas Act 1976.

See attached organigrams noting BGE (UK)'s position vis-à-vis the group structure.

See Appendix 1

Expertise of applicant

- 8. A statement giving such particulars of the applicant, and of any sub-contractors or other persons on whose expertise or experience the applicant proposes to rely, as may indicate whether the applicant or that other person has or will acquire the necessary skills to undertake the activities to which the licence or, as the case may be, the extension, relates and any other activities which are incidental thereto.**

(Please list below supporting documentation provided)

Full details relating to item 8 are contained within the Operational Business Plan that accompanys this application and are summarised herein.

Competence of Employees

Under a "Contracting Services" Agreement between BGE (UK) and BGE, all operational and technical issues related to the North-West and South North Pipelines are carried out by BGE on behalf of BGE (UK). This includes the Management of all Maintenance/Operation type Contracts BGE (UK) has entered into with third parties, including the operation of the North-West and South-North Pipelines by the BGE Grid Control Centre in Cork.

The CVs of key BGE employees are contained within the Operational Business Plan which accompanies this application.

Competence Assessment

For BGE employees, the required levels of training, qualification and experience are stated in the Job Specification, which is drawn up for each job. Training takes place to ensure that all members of staff are capable and competent to carry out their duties safely. Staff attend a variety of specialist internal and external training courses. BGE(UK) a technical competency framework where required job competencies are matched against the roles that personnel manage. Gaps are identified and an individual training plan is in place for each employee.

Training of Personnel

Training requirements are recorded to ensure that personnel receive adequate training for the job and that they are updated on operational and safety issues. Within BGE's Transmission section, training is managed in accordance with and in compliance with ISO9001^[8]. The BGE Competency Framework covers the identification of training needs, preparation, implementation of training plans and outlines the maintenance of training records. The above mentioned procedures are all included for reference in Appendix 7 of the Operational Business Plan.

9. **Details of any licence or authorisation held by the applicant in a jurisdiction other than Northern Ireland which is equivalent to a licence under the Order² or the Electricity (Northern Ireland) Order 1992⁶.**

(Please list below supporting documentation provided)

² S.I. 1996/275 (N.I.2), relevant amendments were made by S.R. 2011 No. 155 and S.R. 2013 No. 92 ⁶ S.I. 1992 No. 231 (N.I. 1)

BGE(UK) Limited holds a licence from the Commission for Energy Regulation relating to that part of the South North Pipeline that lies within the Republic of Ireland.

BGE(UK) Limited holds a gas interconnector licence from the Department of Business Enterprise and Regulatory Reform under Section 7ZA of the Gas Act 1986.

Proposed authorised area and Pipeline system

10. A statement as to the type of gas conveyance licence for which the applicant is applying, being:–

- (a) **a licence to convey gas through a system which mainly comprises pipelines with pressure above 7 bar;**
- (b) ~~a licence to convey gas through a system which mainly comprises pipelines with pressure of 7 bar or below; or~~
- (c) ~~a licence to convey gas through both of the above types of systems.~~

We wish to apply for a licence to convey gas through a system which mainly comprises pipelines with pressure above 7 bar as describe under the ‘Gas to the West’ competition.

11. A map drawn to an appropriate scale showing:–

- (a) **the area in which the applicant proposes to convey gas from one place to another (“the proposed area”);**
- (b) **the proposed configuration of the pipeline system the applicant would use for that purpose if the application were granted; and**
- (c) **any pipes used or to be used by the applicant wholly or mainly for the purpose of conveying gas to the proposed area if the application were granted.**

See Appendix 1

12. A list of the district councils in whose area the proposed area lies.

Craigavon Borough Council,

Armagh City and District Council,

Dungannon and South Tyrone Borough Council,

Cookstown District Council,

Omagh District Council,

Fermanagh District Council,

Limavady Borough Council,

Derry City Council,

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Development Plan

13. **A development plan in respect of the activities (“the authorised activities”) which would be authorised by the licence or, as the case may be, the extension, if the application were granted, including estimates, for each year of the period required to complete the development, of:–**
- (a) **the length(s) (in kilometres), diameter(s) and design operating pressure(s) of the pipelines to be used for the authorised activities;**
 - (b) **the number of premises which may be connected to the pipeline system;**
 - (c) **the amount of gas, in therms, expected to be conveyed, separately identifying any amount to be conveyed to domestic premises;**
 - (d) **the total revenue from the authorised activities;**
 - (e) **the total capital costs of the authorised activities, showing separately such costs in relation to procuring and laying pipe-lines, providing and installing meters, procuring and installing other operational plant and machinery, and overhead and administrative requirements (in all cases excluding finance charges);**
 - (f) **the total operating costs of the authorised activities, showing separately such costs in relation to fuel (including gas purchases), staff (including consultants’) costs, rent and rates, development costs and insurance; and**
 - (g) **net annual cashflow, and stating, where appropriate, the assumptions underlying the figures provided.**

(Please list below supporting documentation provided)

- (a) Details in this regard are published by NIAUR as part of the ‘Gas to the West Competition.
- (b) As described in the ‘Gas to the West’ competition, which is based on a high level system design provided by Fingleton McAdam it is the intention that a single distribution system operator will connect, at a number of points, to the high pressure (>7 bar) system for which BGE(UK) is requesting a licence.
- (c) Forecasts in this regard are published by NIAUR as part of the ‘Gas to the West Competition.
- (d) The total revenue from the authorised activities will be determined and approved by NIAUR following grant of the licence and associated approval of all Capital and Operational Expenditure. As all costs are not determined at this point total revenue cannot be determined or estimated at this time.
- (e) An estimate of Capital costs is included in section 9 of the Operational Business Plan that accompanies this application.
- (f) The operating costs associated with the authorised activities will be determined and approved by NIAUR following completion of the ‘Gas to the West’ Competition to which this application is being made.
- (g) As reference in (d)-(e) above, the net cashflows cannot be determined at this point. The total revenue associated with the authorised activities will be

determined by NIAUR and will form part of the total Northern Ireland Postalised Revenue Requirement as approved by NIAUR.

System security standards

14. Particulars of the proposed system security standards for the pipeline network.

(Please list below supporting documentation provided)

IR – CPNI all sites will be subject to a full security review and the following principals will apply, All guidance documents will be in accordance with the UK Ministry of Defence Security services Group Guidelines that are published by CPNI (Center for Protection of National Infrastructure) Including

1. Security Lighting
2. Free Standing Perimeter Intruder Detection Systems (PIDs) (92/08)
3. Barrier Mounted Perimeter Intruder detection Systems
4. 24 Hour Alarm monitoring System
5. Camera Surveillance system
6. Hi Voltage Perimeter fence
7. Vehicle Air Lock system
8. Regular aerial survey

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The principle purposes of security lighting can be summarised as follows:-

- **To deter the intruder by creating a feeling of uncertainty.**
- **To provide light to assist the detection of intruders.**
- **To avoid creating shadows that could offer concealment.**

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Each free-standing PIDS under evaluation shall be installed within the evaluation area and shall be configured to have a reset time of 10 seconds on both the PIDS processor and the alarm datalogger. The installation shall meet all relevant standards.

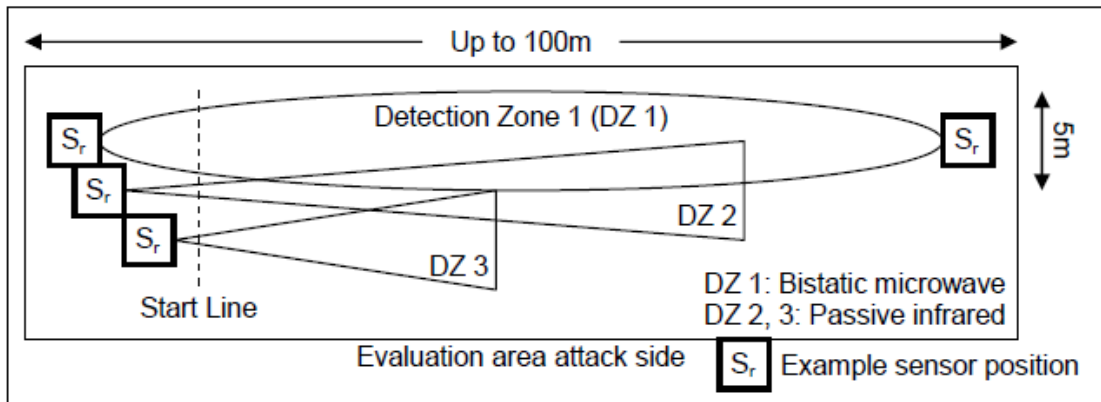


Figure 1: Evaluation area plan view (not to scale)

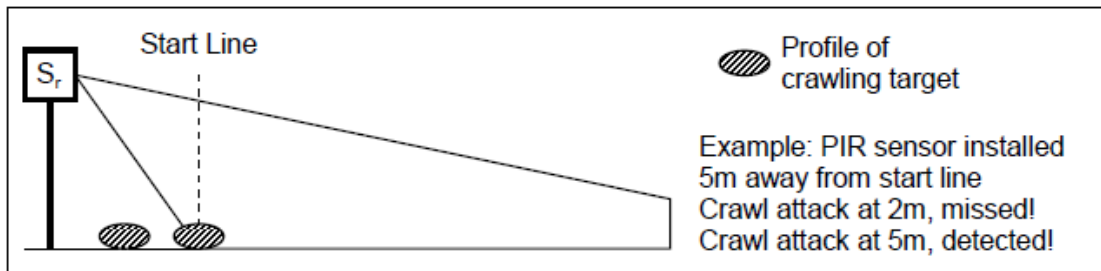


Figure 2: Evaluation area side view (not to scale)

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Safety requirements

15. **Such particulars as will indicate whether any pipeline system through which the applicant would be authorised to convey gas if the application or extension were granted would be operated safely.**

BGE(UK) propose to operate and maintain the proposed transmission pipeline in accordance with a HSE NI approved Safety Case, details will be inline with existing Safety Case requirements for the adjacent North West and South North Pipelines in Northern Ireland, details of the existing safety and risk management principals are detailed below

SAFETY AND RISK MANAGEMENT

Pipeline Operating Pressure (85barg)

The North-West and South-North pipeline has a design and maximum allowable operating pressure of 85barg. However the take-off from the Ballylumford to Belfast pipeline only has a design pressure of 75barg. Subsequently the operating pressure of the Pipeline System Northern Ireland has been limited to 75 bar. The feed to the South-North Pipeline through Gormanston AGI is set to a limit of 75 bar. In normal operation the supply of gas to the North-West pipeline would only come from the Ballylumford to Belfast supply and so there is no interface issue regarding operating pressure between the two pipelines. The South-North Pipeline from the Republic of Ireland to Northern Ireland ties-in at Ballyalbanagh AGI. This has the potential to allow reverse flow of gas from the South-North pipeline to the North-West pipeline and then to the Ballylumford to Belfast pipeline. This issue has been considered in the design and also the Hazard and Operability study^[18].

The current design at Carrickfergus AGI allows for flow control (and overpressure protection) by the inclusion of control valves, slam shut valves, and creep relief valves at the AGI. These were installed because it was agreed between PTL and BGE that there should be provision to be able to 'control' the flow into the North-West Pipeline. In putting in the control valves, a system has consequently been installed that could be used to protect the PNG and PTL networks against overpressure in the case of reverse flow.

Reverse flow between the BGE (NI) system and the PTL System was successfully tested in 2011^[19] across Carrickfergus AGI incorporating:

- 1) Overpressure protection mechanisms.
- 2) Examination and assessment of the suitability of all installed equipment and associated facilities.
- 3) The means of detecting reverse flow and system pressures and the associated actions.

Currently reverse flow will only be employed in emergencies. Commercial arrangements are in place to use Gormanston as an entry point to Northern Ireland.

The design pressure interface is at the Middle Division AGI which, is owned by and operated by PTL. Suitable provision for an overpressure protection system and controls is catered for in the design of Carrickfergus AGI. There is no overpressure protection at Middle Division AGI.

Overpressure Protection at Carrickfergus AGI

As the design pressure of the North-West Pipeline is higher than the immediate upstream network then there is currently no specific overpressure protection required. However, as indicated above the facilities to allow flow control and overpressure protection have been installed and when and if reverse flow is introduced then these facilities will be used. Any change of the design intent would be subject to full design review and assessment.

Middle Division AGI

This is owned and operated by PTL and consists of two remotely operated isolation valves in parallel. There is no overpressure protection system employed as the gas flow is currently from the SNIP System to the North-West Pipeline and is controlled and protected through the Carrickfergus AGI.

South-North Pipeline

This has a design pressure of 85 barg and so is compatible with the design pressure for the North-West Pipeline.

NOTE: In Addition to the following risk Assessments; in 2012 BGN also carried out an all Ireland Risk Assessment^[20], a National Preventative Action Plan^[21] and a National Gas Supply Emergency Plan^[22].

North-West and South-North Pipelines Risk Assessments

Following the detailed design of the North-West Pipeline a detailed Risk Assessment^[23] was undertaken for BGE (UK) Ltd. of the transmission pipeline and spur lines including Dunaird to Caherty (Ballymena) and Aghadowey to McFinn (Ballymoney and Coleraine).

In summary, the report addresses the main safety aspects related to the North-West pipeline and spur lines for the transportation of natural gas from the offtake at Middle Division AGI through to Coolkeeragh AGI.

Similarly the Hazop Study for the South-North Pipeline^[24] concentrated on the Phase 2 AGI but also incorporated the South-North Pipeline itself.

The method adopted for the Risk Assessment is in line with IGE/TD/1^[13] and follows a standard approach:

- Identify the main hazards (credible failures) associated with the pipeline
- Determine the consequences of loss of containment and subsequent ignition of the release (e.g. jet fires and flash fires)
- Using historical failure rate history collated by the Gas Transmission Industry in Europe, determine the likely failure frequency for sections of the pipelines (and spur lines) and AGIs.
- Using population density data determine the likely impact on adjacent receptors.
- Quantify the individual and societal risks for the pipeline and the spur line.
- Compare these figures with internationally accepted levels of risk criteria. (e.g. HSE R2P2^[25])

This Quantified Risk Assessment^[23] (QRA) determined that the risks associated with the NWPL were within the Tolerable if ALARP (As Low As Reasonably Practicable) region. The design precautions taken as well as the route planning to minimise the exposure of the population to undue risks are all aspects that demonstrate that the design is ALARP. This is further discussed in Section 8.4 below. The results of the QRA are summarised in the Major Accident Prevention Document^[26] and also in an Executive Summary in the report.

North-West nad South-North Pipelines Hazop Study

Separate Hazop Studies were carried out for the North-West and South-North Pipelines. The North-West Pipeline including the Carrickfergus and Coolkeeragh AGIs have been subjected to a detailed HAZOP study^[23] which was chaired by an independent Chairman. This was carried out as part of its design and the recommendations raised have been the subject of corrective action. A further summary is provided in the MAPD^[26]. Similarly the South-North Pipeline Hazop Study^[24] mainly concentrated on the Phase 2 AGI at Gormanston but also incorporated the South-North Pipeline itself, including valve stations and the tie-in point at Ballyalbanah.

Design Precautions used to Ensure the Risks are ALARP

An escape of natural gas may cause a flammable vapour cloud and either a jet fire or flash fire if the cloud is ignited. There is the potential for an explosion if a flammable vapour cloud is ignited. However, this normally requires some degree of confinement in order to restrict the dissipation of overpressure. In leaks and fires associated with transmission systems this is unlikely to be the case. As discussed above in Section 8.2 this has the potential to cause harm to the public and to damage property. This potential was addressed during pipeline design and all reasonable measures were taken to minimise this risk.

The pipeline was built according to statutory and national standards (see Section 7.0 on Specifications and Procedures). Also the following additional safeguards were incorporated to minimise the risk of damage from third party activities:

- The pipeline was buried with a minimum of 1.2 metres cover (9% deeper than the minimum required depth according to IGE/TD/1^[13]) in both agricultural areas and rock sections.
- Pipe of increased wall thickness was used for roads, railways and river crossings, and in areas where proximity to sites of population that may generate higher risk.
- Added external protection (e.g. concrete slabs etc.) to the pipeline in sensitive areas in accordance with the relevant pipeline Codes and Standards, together with recommendations of statutory authorities. (refer to MAPD^[26])

- Liaison with all planning authorities along the route of the pipeline to obtain early warning of any building applications that may affect the pipeline. Where there is any foreseen potential for future development then increased wall thickness pipe has been used.
- Inspection of the pipeline route is in accordance with the relevant standards (e.g. IGEM/TD/1^[10]).

Failures in Supply to the North-West Pipeline

There are six situations which, if they occurred on the North-West Pipeline could result in a supply emergency to consumers relying on the supply.

1. Failure of the input supplies from the Ballylumford to Belfast Pipeline.
2. Failure of a Line Valve (Isolation Valve) in the North-West Pipeline.
3. Rupture of the North-West Pipeline.
4. Maintenance Activities on the North-West Pipeline.
5. Failure to match Supply and Demand for gas.
6. Operation/Failure of the Flow/Pressure Control System(s).

Failures in supply to the South-North Pipeline.

There are six situations which, if they occurred on the South-North Pipeline could result in a supply emergency to consumers relying on the supply.

1. Failure of input supplies from the Gormanston to the South-North Pipeline .
2. Failure of a Line Valve (Isolation) in the South-North Pipeline.
3. Rupture of the South-North Pipeline.
4. Maintenance activities on the South-North Pipeline.
5. Failure to match supply and demand of gas.
6. Operation/Failure of the flow/pressure control system(s).

Failure of Input Supplies from the Ballylumford to Belfast Pipeline

1. All gas flow quantities for the North-West Pipeline are aggregated and matched at both Moffat and Carrickfergus by BGE (Grid Control).
2. Flow profile notices for the North-West and South-North Pipelines will be created by PTL and submitted to BGE (Grid Control) who will set the Flow Control Valve at Carrickfergus accordingly.
3. All gas flow quantities and flow profile notices for the South-North Pipeline are directed through BGE (Grid Control) who will set the Flow Control at Gormanston accordingly.

In the event of an emergency the Northern Ireland Network Operators Agreement (NINOA) provides for the cooperation between its Transporters.

1. Major restrictions in the input supplies to the SWSOS System at Moffat are handled by National Grid as the NEC for the UK pipeline system.
2. An emergency in the SWSOS pipeline system will be handled by BGE.
3. Input supply restrictions on the SNIP/PTP and NW pipeline system, will be handled by the individual Transporters in cooperation with the NINEC, who will implement load shedding to protect suppliers to domestic consumers.
4. Isolation of the NW Pipeline can be achieved by remote operation of valves at both Middle Division AGI (PTL) and Carrickfergus AGI (BGE).

The South-North Pipeline enables gas supplies to be taken from the main network within Ireland which is supplied from a second interconnector from the UK as well as indigenous Irish gas supplies. Isolation of the South-North Pipeline can be achieved through remote operation of valves at Gormanston from BGE (Grid Control).

Failure of Line Valves/Isolation Valves

The line valves AT Carrickfergus, Coolkeeragh and Gormanston are capable of being remotely closed from the BGE Grid Control Centre, Cork. The line valves cannot be opened remotely (a procedural protection) from the Grid Control Centre.

To prevent the risk of inadvertent closure the main valves have a bypass, which allows a degree of flow in the advent of inadvertent closure of the main valve. Also there exists a verification process built into the SCADA System which initially:

- a) Arms the line valve which is about to be closed and confirms back to the Grid Control Centre the exact identification of the "armed" line valve.
- b) Closes the line valve.
- c) Consequently a process of 'arm and close' and 'arm and close' has to be followed in order to completely shut off the flow.

Failure of electrical supply or pneumatic/hydraulic power to the line valve causes the valve to remain in position.

In case of failure to close a line valve following an instruction, the following takes place:

The on-call technician (of the Maintenance Contractor) is sent to site and closes the valve manually on instruction from BGE Grid Control. The manual facility is always available. As a last resort the Middle Division AGI could be requested to close by PTL.

Rupture of the North-West Pipeline

A rupture on the North-West Pipeline is not likely to cause a problem for the upstream network as the Flow Control System at Carrickfergus AGI limits the flow to the nominated setpoint. Simultaneous failure of the flow control system is highly unlikely but remote closure of upstream line valves either at the inlet to Carrickfergus

AGI (BGE (NI)) or at Middle Division AGI (PTL) could be performed remotely. The South-North Pipeline can be used as reinforcement for the North-West Pipeline in the event of a failure to the feed to Carrickfergus.

The following procedure is carried out to monitor and prevent any third party rupturing the pipeline.

- a) Fortnightly aerial patrols (along the North-West Pipeline).
- b) Annual line-walk.
- c) Periodic visits to each installation.
- d) "Permit to Work" system for any work carried out by sub-contractor or any third party at or close to the pipeline or in the pipe wayleave.
- e) Monitoring of construction activity near the pipeline.
- f) Leak Detection System.

Where a rupture of the North-West or South-North Pipeline causes a supply constraint on the network the supply/demand is dealt with in the following manner:

1. Rapid shutdown of power generation load.
2. Rapid reduction in other industrial load fed directly from the Transmission system.
3. Provision of other gas from alternative sources e.g. North-West or South-North Pipeline, depending on the location of the leak.

Maintenance Activities

In line with the requirements of IGEM/TD/1^[10] a system of preventative maintenance is in place.

Maintenance will be carried out in line with written schedules that take account of the recommendation of the Manufacturer, the latest information on equipment faults, other defects and their frequencies. The maintenance schedules are updated in the light of the latest information on equipment performance.

The policy is to rectify equipment defects as soon as possible. Inspection and repair of damaged pipelines, is carried out by the Maintenance Contractor in accordance with the BGE (UK) Ltd. Operating Procedures relevant to NI.

All routine maintenance is carried out in accordance with BGE (UK) Ltd. Operating Procedures Manual. Non routine maintenance is carried out in accordance with a specific procedure, e.g. Pigging. These procedures are written to ensure that:

- The relevant personnel are aware that the maintenance work is being carried out.
- The maintenance personnel have clear guidelines on the work to be carried out.

- The equipment is put back in service without causing a risk to the gas supply on the Network.

Maintenance is co-ordinated with the upstream operator, downstream operator and end user.

Failure to Match Supply and Demand for Gas [Providing for Domestic Supplies when Relevant]

The procedures followed by BGE to ensure that gas demand on the BGE (NI) system in Northern Ireland is matched by input supplies is summarised below:

Forecasting (by NI Shippers and by Grid Control for TPA load)

1. Peak and annual demand is projected using forecasting procedures which incorporate current profiles, estimated additional load, firm and interruptible contracts in place and possible weather conditions.
2. Supply Procurement (by NI Shippers) for non TPA load. All TPA load contract operational supply details are governed by the NI Transportation Network Code^[17].
3. Supply Contracts are put in place for uncontracted BGE requirements by following in-house Purchasing Procedures. These contracts can be of various duration and size ranging from spot contracts to a multiple of years.
4. NI Shippers - Grid Control Interface

Grid Control are provided (by the NI Shippers) with demand projections which are updated at regular intervals, all supply contracts in place to meet requirements, and are also provided with details of interruptible sales contracts.

5. Scheduling

Grid Control arrange for the scheduling of all gas according to the NI Transportation Network Code^[17] and specifications of the supply contracts. Grid Control liaise directly with the suppliers and National Grid for Moffat nominations and PTL for the North-West Pipeline.

6. Nominations

Nominations from customers are received by Grid Control each Thursday for the forthcoming week commencing Sunday.

These customer nominations are examined and a projected transmission system demand is established for the week using the daily nomination form. This assesses the nominations against available gas supplies.

Gas availability to firm customers is reserved. Offers of gas availability are then advised to interruptible customers on a non-firm basis depending on remaining system capacity.

A weekly nomination (broken down day by day) is advised to the gas supplier(s). Daily revisions and re-nominations are carried out.

The projected daily gas demand is revised the day before, and on each day. In winter conditions the utility load is established using the previous days take obtained from the SCADA System and predicted weather forecast data.

Each day the supplier(s) is advised from Grid Control of the projected gas demand for that day and the following day.

7. Balancing

Overall optimisation of the BGE Transmission System is achieved by efficient operation of the compression facilities on the Transmission System(s), coupled with balancing of upstream and downstream loads. Written Work Instructions are in place to ensure efficient operation of the compression facility. Continuous monitoring of operating performance / safety conditions at the compression facility (in Scotland) is carried out using the SCADA system.

Alarms are in place to assist in system operation. Changes in alarm settings are recorded. Alarms are in place indicating abnormal operating or fault conditions for all telemetered (customers, suppliers, compressor station(s) and delivery points) on the Transmission system(s).

Metering faults are corrected as soon as possible. The system balance is checked and unaccounted for gas is monitored by comparing total daily gas supplies (telemetered and untelemetered) with gas deliveries (to customers and into stock).

The system balance is detailed in a SCADA-generated report. Daily system accounting is available through an online computerised Gas Transmission Management System (GTMS).

On line System summary is produced by the, GTMS, checked by Grid Control and approved by the Grid Control Engineer and Trading and Settlements Dept. This is subsequently used for billing customers on the Transmission System.

Note: The BGE Grid Control Procedures outline in detail the:

- Load Management & Balancing of Gas Supplies in System
- Nominations (customer/suppliers)

Operation/Failure of the Flow Control System(s)

The operation of the flow Control System(s) at Carrickfergus AGI and Coolkeeragh AGIs operate to the control of remote set points. However, the supply of gas to the North-West Pipeline comes from the UK via the South West Scotland Onshore System and the compressors at Moffat and Beattock. There are flow control systems at these offtakes that if they fail could result in an interruption in supply to the North-West Pipeline. Some of the precautions taken to avoid this are outlined below:

1. The Volumetric Regulators at Moffat are within the National Grid offtake installation. The Moffat Flow Control Valves (FCV) are set by National Grid via remote control from Hinckley central control on the instruction of BGE (UK) Ltd. Precautions taken to ensure that a failure mode of the FCV does not put the network at risk would be within the scope of National Grid.
2. The flow control system will be offline and flow from Moffat, via the suction side of Moffat Compressor Station, will be controlled by throughput through the BGE (UK) Beattock Compressor Station. Operating procedures are in place between BGE (UK), BGE Cork GCC and National Grid Warwick GCC to switch back to Moffat flow control in the event of failure of flows through Beattock Compressor Station. The Beattock AGI is also equipped with a bypass facility that enables gas flows in the event of failure of flows via the Beattock Compressor Station.
3. Twynholm Volumetric Regulators

The Flow Control System at Twynholm (to control the flow into the downstream PTL Pipeline to Stranraer and N. Ireland) is set by BGE via remote control from the Cork Grid Control Centre. There are three volumetric regulator streams each sized at 50% of the maximum flow, which contain a flow control valve and a non return valve. Each streams' local volumetric flow control system converts a 4-20mA signal to a 3-15psi pneumatic signal to the gas powered actuator on the flow control valve.

The volumetric flow control is overridden if the programmed low pressure set point is exceeded. However, this is alarmed at the Grid Control Centre, which will initiate investigation. Note also that overpressure protection has been

installed as per IGE/TD/9^[27]. A detailed HAZOP Study^[28] was carried out on the Twynholm AGI, which included an assessment of the possible causes and consequences of "more flow" than specified through Twynholm volumetric regulators. In the case of failure of either of the flow control systems, call-out systems are activated such that the valves at Moffat (by National grid) and Twynholm (by BGE UK Ltd.) are operated manually.

4. Carrickfergus Volumetric Regulators

The Flow Control System at Carrickfergus AGI (to control the flow into the downstream BGE (NI) NW Pipeline) is set by [PTL] via remote control. There are three volumetric regulator streams each sized at 50% of the maximum flow, which contain 2 flow control valves. Each stream's local volumetric flow control system sends a pulse width to the actuators and the valves position is relayed via a 4-20mA feedback signal.

The volumetric flow control is overridden if the programmed low pressure set point is exceeded. However, this is alarmed at the Grid Control Centre, which will initiate investigation. Note also that overpressure protection has been installed as per IGE/TD/9^[27]. In the case of failure of the flow control systems, the flow control valve will fail as is.

5. Gormanston Volumetric Regulators.

The Flow Control System at Gormanston AGI uses the same design philosophy as Carrickfergus (to control the flow into BGE (NI) South-North Pipeline). The flow setpoint is set by BGE via remote control.

16. **Particulars of the applicant's proposed arrangements to secure the performance of any obligations in relation to escapes of gas imposed on him by Schedule 5 to the Order.**

BGE(UK) propose to manage Gas Escapes and Emergencies using the same principals as detailed in the existing BGE NI Pipelines Safety Case Document Section 16 Gas Escapes and Emergencies see details below

GAS ESCAPES AND INVESTIGATIONS

16.1 **Emergency Service Provider**

On the North-West and South-North Pipelines the following gas escape service is in place:

North-West Pipeline

The Maintenance Contractor provides this service in terms of:

1. 24 Hour Emergency response
2. Free Phone Telephone Number NW Pipeline – []
3. On Call Duty Personnel – Engineers/Technicians
4. On Call Public Relations Personnel
5. An Emergency Repair Response Service within 24 hrs.

16.2 Emergency Response Service

North-West and South-North Pipelines

In the case of a reported gas escape on the North-West or South-North Pipelines the Emergency Procedure is followed when the call is made via the Free-Phone number. Whenever the North-West Pipeline Emergency Procedure is invoked the Control Centre at:

- NW Pipeline 24 hour Response Centre
- Cork (BGE Grid Control)

log the events/times for subsequent analysis to ensure emergencies were dealt with promptly and effectively. Emergency Exercises test the adequacy of the Emergency Response Service.

16.3 Investigations

Accidents and dangerous incidents are investigated in accordance with BGE Transmission Manual DO/GE/AIM/001^[34].

In the event of any accidents or gas escapes, the Network Operations Manager shall:

1. Notify the Health & Safety Executive Northern Ireland HSE (NI) of his intention to have an investigation carried out.
2. Appoint the Head of Safety of BGE or some other competent person to investigate the accident or dangerous incident.
3. Send a copy of the report of the investigation to the Executive as soon as is reasonably practicable after the investigation has been completed.

Where appropriate the report may apportion blame and make recommendations to prevent a recurrence and/or improve the future handling of a similar occurrence.

(Please list below supporting documentation provided)

.....
.....
.....
.....

Exclusive authority

17. Any exclusive authority to convey gas sought and justification for the conferral of such authority.

(Please list below supporting documentation provided)

BGE(UK) Limited is seeking conferral of exclusive authority to convey gas in the areas described under the 'Gas to the West' Competition on the basis that the Northern Ireland Authority for Utility Regulation has indicated that it is their intention (Section 1.4 of the 'Gas to the West' Applicant Information Pack) to grant such an exclusive licence.

Standard conditions

18. Any modification requested to any of the standard conditions for a gas conveyance licence and the grounds on which the applicant believes that any such modification:–

- (a) is requisite to meet the circumstances of a particular case; and**
- (b) is such that no other holder of such a licence would be unduly disadvantaged by the making of the modification.**

BGE(UK) Limited propose that NIAUR directs an amendment to Standard Licence Condition 2.4 providing that the obligations as regards establishment of (and governance arrangements for) a network code should be capable of being discharged through the application to the 'Gas to the West' assets of the BGE(UK) code in force from time to time or the proposed NI common code. This request will minimise the costs to the NI consumer as it will be possible to accomplish this proposal at a far lower cost than would be the case if a new network code was required to be developed. No other licence holder would be disadvantaged as existing BGE(UK) code and the proposed NI common code are approved by NIAUR and all amendments are subject to public consultation.

19. Particulars of the applicant's proposed arrangements for compliance with those standard conditions for a gas conveyance licence which are identified for this purpose.

BGE(UK) Limited proposes that the compliance arrangements would be the same as are in place for the current code that are agreed with NIAUR, or successor arrangements as agreed between the proposed joint system operators and NIAUR under the proposed common code.

Fit and Proper Person

20. One of the following:-

- (a) full particulars of all actual, pending or threatened regulatory enforcement actions that have been, are being, or are proposed to be taken by any competent authority against the applicant or any individuals listed in accordance with paragraph 6(b) (“relevant individuals”) or any parent undertaking, holding company or ultimate controller of the applicant; or**
- (b) a statement signed by a senior officer of the applicant confirming that there is no such actual, pending or threatened regulatory enforcement action.**

Any details and a signed statement by John Barry (Director) in this regard are included in Appendix 1.

21. One of the following:-

- (a) full particulars of all criminal convictions of the applicant or any relevant individuals or any parent undertaking, holding company or ultimate controller of the applicant other than convictions for minor road traffic offences or in respect of which the convicted person has become rehabilitated under the Rehabilitation of Offenders (Northern Ireland) Order 1978⁷ or the Rehabilitation of Offenders Act 1974⁸; or**
- (b) a statement signed by a senior officer of the applicant confirming that there are no such convictions.**

Any details and a signed statement by John Barry (Director) in this regard are included in Appendix 1.

22. One of the following:-

- (a) full particulars of all cautions given, prosecutions brought or threatened or any other action taken by a competent authority in respect of the applicant or any relevant individuals or any parent undertaking, holding company or ultimate controller of the applicant within the six years prior to the date of the application, in relation to any actual or alleged contravention of environmental (including town and country planning) legislation; or**
- (b) a statement signed by a senior officer of the applicant confirming that there have been no such actions.**

Any details and a signed statement by John Barry (Director) in this regard are included in Appendix 1.

23. One of the following:-

- (a) **full particulars of every application made by the applicant or any parent undertaking, holding company or ultimate controller of the applicant for a licence under the Order or the Electricity (Northern Ireland) Order 1992, or for any equivalent form of licence or authorisation in a jurisdiction other than Northern Ireland, where that application has been refused; or**
- (b) **a statement signed by a senior officer of the applicant confirming that there have been no such refusals.**

Any details and a signed statement by John Barry (Director) in this regard are included in Appendix 1.

24. One of the following:-

- (a) **full particulars of every licence held by the applicant or any parent undertaking, holding company or ultimate controller of the applicant under the Order or the Electricity (Northern Ireland) Order 1992, or any equivalent form of licence or authorisation in a jurisdiction other than Northern Ireland, which has been revoked or threatened to be revoked; or**
- (b) **a statement signed by a senior officer of the applicant confirming that there has been no such revocation or threat of revocation.**

Any details and a signed statement by John Barry (Director) in this regard are included in Appendix 1.

25. One of the following:-

- (a) **full particulars of every instance of insolvency or corporate restructuring to which the applicant or any parent undertaking, holding company or ultimate controller of the applicant has been subject; or**
- (b) **a statement signed by a senior officer of the applicant confirming that there has been no such instance of insolvency or corporate restructuring.**

BGE was established in 1976 pursuant to the Gas Act, 1976 (the 1976 Act) following the discovery of natural gas off Kinsale, Co Cork. The 1976 Act established BGE as a corporate body operating as a vertically integrated utility with a statutory duty to develop and maintain a system for the supply of natural gas. In order to achieve that objective BGE was empowered to provide, operate and maintain such pipelines, terminals, pressure reducing stations, off take stations and other facilities as were necessary to provide, develop and maintain a gas supply system. BGE through itself and its subsidiaries and divisions owns and operates its transmission assets via a suite of arrangements involving it and its subsidiaries and divisions including Bord Gáis Networks (BGN), Gaslink Independent System Operator Limited and BGE (UK) Limited.

EU Directives with respect to natural gas markets require the unbundling of the businesses previously operated as a single vertically integrated utility in the Union, so as to ensure that the market for the supply of gas to customers is opened to competition. A number of changes were implemented by BGE to reflect this. In July 2008 BGE separated the ownership and operation of its transmission assets. On the 4th July 2008 the CER granted to BGE a licence in respect of its ownership of the transmission system. Gaslink Independent System Operator Limited (“Gaslink”) was established as an independent subsidiary of BGE with day to day independence for the purpose of the operation of the gas transmission system (including the interconnector system). It was granted a licence by the CER on 4 July 2008 to operate the transmission system, however, BGE retained ownership of the transmission system. BGE UK Limited was incorporated in 1993 and was granted a gas conveyance licence by NIAUR in February 2002 for the Northwest and the South North Pipelines in Northern Ireland.

A signed statement by John Barry (Director) in this regard is included in Appendix 1.

26. One of the following:-

- (a) **full particulars of all actual, pending or threatened recovery orders in relation to illegal State aid that have been made, are being made, or have been proposed by the European Commission in respect of the applicant or any parent undertaking, holding company or ultimate controller of the applicant; or**
- (b) **a statement signed by a senior officer of the applicant confirming that there have been no such actual, pending or threatened recovery orders.**

Any details and a signed statement by John Barry (Director) in this regard are included in Appendix 1.

Interpretation

27. In this schedule:-

“the 2006 Act” means the Companies Act 2006⁹;

“annual accounts” has the meaning given by section 471 of the 2006 Act;

“auditors' report” means a report prepared under section 495 of the 2006 Act;

“company” has the meaning given by section 1 of the 2006 Act;

“competent authority” means any minister, ministry, department, agency, authority, official or statutory office holder;

“domestic premises” means premises to which gas is conveyed at a rate which is reasonably expected not to exceed 2,500 therms a year;

“group” has the meaning given by section 474(1) of the 2006 Act;

“group accounts” means such accounts as are required to be prepared by section 399 of the 2006 Act;

“holding company” has the meaning given by section 1159 of the 2006 Act;

“parent undertaking” and “subsidiary undertaking” have the meanings given by section 1162 of the 2006 Act;

“senior officer” means the chairman, chief executive, other director or company secretary of the applicant;

“ultimate controller” means, in respect of the applicant:-

- (a) any holding company of the Licensee, which is not itself a subsidiary of another company; and/or

⁹ 2006 c.46

- (b) any person who (whether alone or with a person or persons connected with him) is in a position to control, or to exercise significant influence over, the policy of the applicant, or any holding company of the applicant, by virtue of:

- (i) rights under contractual arrangements to which he is a party or of which he is a beneficiary;
- (ii) rights of ownership (including rights attached to or deriving from securities or rights under a trust) which are held by him or of which he is a beneficiary,

(and for these purposes a person shall be considered to be connected with another person if they are party to any arrangement regarding the exercise of any such rights as are described in (i) and/or (ii)), but shall exclude any director or employee of a corporate body in his capacity as such and any minister, ministry, department, agency, authority, official or statutory office holder.”

Appendix 1

Certified copy extract Register of Members and Share Ledger

Certified copy Memorandum

Articles of Association of BGE (UK) Limited

Certified copy extract register of Directors and Secretaries

BGE Group Structure

SWS Structure

Area map

Confirmations Statement

A Signed Statement relating to the "Fit and Proper Persons" section of Schedule 2 Part 20-26

Please see Folder 2 (attached) for:

Annual accounts of BGE (UK)– Recent, Passed 2 years,

Annual accounts of BGE – Recent, Passed 2 years,

Date
17/07/2013

BGE (UK) Limited
Register of Members and Share Ledger
Kept at: The Company's Registered Office

Company Number
2827969

Under section 123 of the Companies Act 2006, it is recorded that the company became a single member company on 19/08/2004.

The sole member of the company on 19/08/2004 was Bord Gais Eireann of Gas Works Road, Cork, Ireland.

CERTIFIED COPY

Signed: _____


Secretary

Date: _____

01-05-2014

BGE (UK) Limited

Date
17/07/2013

Register of Members and Share Ledger

Company Number
2827969

Kept at: The Company's Registered Office

Name	Bord Gais Eireann	Date of Entry as a Member	28/07/1993
Address	Gas Works Road, Cork, Ireland	Date Membership Ceased	

Class						Currency			
£1.00 Ordinary shares						Pounds Sterling			
Date of Entry	Entry Number		Certificate Number	Number of Shares		Balance	Price Per Share	Total Amount Agreed to be Paid	Notes
	Allotment	Transfer		Acquired	Disposed				
28/07/1993		2	2	1		1	£1.00	£1.00	From Instant Companies Limited
06/12/1994	3		3	399,998		399,999	£1.00	£399,998.00	
19/08/2004		3	4	1		400,000	£1.00	£1.00	From Dorchester Nominees Limited
Totals				400,000	0	400,000			

BGE (UK) Limited

Date
17/07/2013

Register of Members and Share Ledger
Kept at: The Company's Registered Office

Company Number
2827969

Name	Dorchester Nominees Limited	Date of Entry as a Member	28/07/1993
Address	Dorchester House, Station Road, Letchworth, Herts, SG6 3AW	Date Membership Ceased	19/08/2004

Class						Currency			
£1.00 Ordinary shares						Pounds Sterling			
Date of Entry	Entry Number		Certificate Number	Number of Shares		Balance	Price Per Share	Total Amount Agreed to be Paid	Notes
	Allotment	Transfer		Acquired	Disposed				
28/07/1993		1	1 (Can)	1		1	£1.00	£1.00	From Swift Incorporations Limited
19/08/2004		3	--		1	0	£1.00	£1.00	To Bord Gais Eireann
Totals				1	1	0			

BGE (UK) Limited

Date
17/07/2013

Register of Members and Share Ledger

Company Number
2827969

Kept at: The Company's Registered Office

Name	Instant Companies Limited	Date of Entry as a Member	17/06/1993
Address	1 Mitchell Lane, Bristol, BS1 6BU, England	Date Membership Ceased	28/07/1993

Class						Currency			
£1.00 Ordinary shares						Pounds Sterling			
Date of Entry	Entry Number		Certificate Number	Number of Shares		Balance	Price Per Share	Total Amount Agreed to be Paid	Notes
	Allotment	Transfer		Acquired	Disposed				
17/06/1993	2		-- (Can)	1		1	£1.00	£1.00	Subscriber share - certificate not issued.
28/07/1993		2	--		1	0	£1.00	£1.00	To Bord Gais Eireann
Totals				1	1	0			

BGE (UK) Limited

Date
17/07/2013

Register of Members and Share Ledger
Kept at: The Company's Registered Office

Company Number
2827969

Name	Swift Incorporations Limited	Date of Entry as a Member	17/06/1993
Address	1 Mitchell Lane, Bristol, BS1 6BU, England	Date Membership Ceased	28/07/1993

Class						Currency			
£1.00 Ordinary shares						Pounds Sterling			
Date of Entry	Entry Number		Certificate Number	Number of Shares		Balance	Price Per Share	Total Amount Agreed to be Paid	Notes
Allotment	Transfer	Acquired	Disposed						
17/06/1993	1		--	(Can)	1	1	£1.00	£1.00	Subscriber - certificate not issued.
28/07/1993		1	--		1	0	£1.00	£1.00	To Dorchester Nominees Limited
				Totals	1	1			

2827969



THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BGE (UK) LIMITED

incorporated 17 June 1993

Amended by special resolution passed on 28 July 1993

CERTIFIED COPY

Signed: *Levi F. Prinsloo*

Secretary

Date: 01-05-2014

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BGE (UK) LIMITED

Amended by special resolution passed on 28 July 1993

1. The Company's name is "BGE (UK) LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. (i) The Company's objects are:-
 - (1) To manufacture, purchase or otherwise acquire natural or other gases from any source and to liquify, compress, or otherwise prepare, process, treat or reform natural gas.
 - (2) To produce, store, transmit and distribute natural gas and to sell and supply natural gas produced, manufactured or acquired by it, whether or not such gas has been prepared, processed or treated.
 - (3) To acquire, lease, construct, lay, extend, erect, provide, operate, maintain, improve, alter, enlarge, protect, repair and replace, whether for use by the Company or a person other than the Company, such land, buildings, easements, gas and other works, pipe-lines, terminals, pressure-reducing stations, off-take stations, vessels, vehicles, works services, machinery, facilities or other things as are necessary or expedient in relation to, or ancillary to, the provision, development or maintenance of a system of gas supply and the production, use, storage, measurement, supply and distribution of any of the products of the Company.
 - (4) To manufacture, purchase, acquire, finance, sell, hire, lease, supply, install, repair, maintain or remove gas fittings and appliances and any machines or apparatus consuming or utilising gas and other forms of energy as a fuel or as light and heat.

(5) To manufacture, treat, render saleable, supply or sell any by-products or residual products obtained in the process of manufacturing or extracting gas, and any products made or derived from gas or from any by-product or residual product so obtained.

(6) To fix, make and recover charges for any gas sold or any gas supply or service facility provided or thing undertaken by the Company pursuant to the objects and purposes of the Company, or to fix and accept subscriptions for any service or facility so provided.

(7) To manufacture, purchase, acquire, supply, install, repair, maintain or remove any plant, instruments, substances, materials, products, apparatus and equipment required by the Company.

(8) To attach other terms and conditions as the Company shall think fit to any sale of gas or as regards any gas supply or service or facility provided by it.

(9) To provide advice, assistance, consultancy and technical, managerial, research and contractual services and training and research facilities for persons carrying on the business of or in any way related to the development and supply of natural gas.

(ii) The powers exercisable by the Company in contemplation or in furtherance of the objects listed in paragraph 3(i) above are:-

(a) To carry on all or any of the business of general merchants, wholesalers, retailers and traders, whether generally or in relation to particular goods or commodities; to participate in, undertake, perform and carry on all kinds of commercial, industrial trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants and contractors; and to carry on all or any other trade or business or activity of any nature which in the opinion of the Board of Directors is or may be capable of being advantageously or conveniently carried on or done in connection with or ancillary to any of the businesses of the Company or calculated or likely directly or indirectly to develop the Company's business or to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members.

(b) To purchase, take on lease or exchange, hire or by any other means acquire and take options over any freehold, leasehold or other property for any estate or interest whatsoever, and any rights or privileges or easements of any kind over or in respect of any property.

(c) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of,

or otherwise deal with all or any part of the property and rights of the Company.

(d) To enter into contracts, agreements and arrangements with any other company for the carrying out by each other company on behalf of the Company of any of the objects for which the Company is formed.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or joint venture or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so recovered.

(f) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms, the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(h) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability (including,

without limitation, any obligation or liability under any contract of indemnity) it may undertake or which may become binding on it.

(i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(j) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(k) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise in any part of the world.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make

payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for under-writing, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid for any persons who are or have been Directors, of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents.

(t) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section

152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(v) To procure the Company to be registered or recognised in any part of the world.

(w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects or powers set forth in any sub-clause of Clause 3(i) or clause 3(ii) (as the case may be) shall be restrictively construed, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects or power or powers set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of Clause 3(i) or clause 3(ii) (as the case may be), or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of Clause 3(i) and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of Clause 3(i) as though each such sub-clause contained the objects of a separate Company.

(3) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited.

5. The Company's share capital is £1,000 divided into 1000 shares of £1 each.

*By ordinary resolution of the members passed on 6 December 1994 the authorised share capital of the Company was increased to £400,000 divided into 400,000 shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of Shares taken by each Subscriber
1. Instant Companies Limited 2 Baches Street London N1 6UB	One
2. Swift Incorporation Limited 2 Baches Street London N1 6UB	One
Total shares taken	Two

Dated this 1st day of February, 1993

Witness to the above signatures:- Mark Anderson
2 Baches Street
London N1 6UB

(NP184)

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BGE (UK) LIMITED

incorporated 17 June 1993

**Adopted by special resolution passed on 28 July 1993
and further amended by special resolutions passed on 12 April 1995**

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INTERPRETATION

1. (A) In these regulations-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of the Company.

"BGE" means Bord Gáis Éireann.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution.

"office" means the registered office of the Company.

"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

"the seal" means the common seal of the Company.

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

- (B) Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.
 - (C) Where an ordinary resolution of the Company is expressed to be required for any purpose, a special or extraordinary resolution is also effective for that purpose, and where an extraordinary resolution is expressed to be required for any purpose, a special resolution is also effective for that purpose.
2. No regulations contained in any statute or subordinate legislation, including but not limited to the regulations contained in Table A in the schedule to the Companies (Table A to F) Regulations 1985 (as amended), apply as the regulations or articles of association of the Company.

PRIVATE COMPANY

3. The Company is a private company limited by shares and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARE CAPITAL

4. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine.
5. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by the articles.
6. The Company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.
7. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by the articles or by law) the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

SHARE CERTIFICATES

8. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
9. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

LIEN

10. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien on a share shall extend to any amount payable in respect of it.
11. The Company may sell in such manner as the directors determine any shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.
12. To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
13. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the Company for

cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

14. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the Company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.
15. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
17. If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at the appropriate rate (as defined by the Act) but the directors may waive payment of the interest wholly or in part.
18. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.
19. Subject to the terms of allotment, the directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.
20. If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied

with the shares in respect of which the call was made will be liable to be forfeited.

21. If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.
22. Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.
23. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the Company for cancellation the certificate for the shares forfeited but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest at the rate of which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Act) from the date of forfeiture until payment but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
24. A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

TRANSFER OF SHARES

25. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee.

26. The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien.
27. If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
28. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
29. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.
30. The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

TRANSMISSION OF SHARES

31. If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the Company as having any title to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
32. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the Company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
33. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the Company or at any separate meeting of the holders of any class of shares in the Company.

ALTERATION OF SHARE CAPITAL

34. The Company may by ordinary resolution-
- (a) increase its share capital by new shares of such amount as the resolution prescribes;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
 - (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
35. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the Company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
36. Subject to the provisions of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

37. Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and, if it is a private Company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

GENERAL MEETINGS

38. All general meetings other than annual general meetings shall be called extraordinary general meetings.
39. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

40. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if it is so agreed-
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being (i) a majority together holding not less than such percentage in nominal value of the shares giving that right as has been determined by elective resolution of the members in accordance with the Act, or (ii) if no such elective resolution is in force, a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

41. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

42. No business shall be transacted at any meeting unless a quorum is present. A duly authorised representative of BGE shall be a quorum for all purposes.
43. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
44. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
45. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
46. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.
47. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
48. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (a) by the chairman; or
 - (b) by any member present in person or by proxy and entitled to vote.
49. Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular

majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

50. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
51. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
52. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
53. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
54. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
55. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members. If a resolution in writing is described as a special resolution or as an extraordinary resolution, it has effect accordingly.

VOTES OF MEMBERS

56. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll

every member shall have one vote for every share of which he is the holder.

57. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.
58. A member in respect of whom an order had been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or any other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
59. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.
60. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
61. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion. Deposit of an instrument of proxy does not preclude a member from attending and voting at the meeting or at any adjournment of it.
62. An instrument appointing a proxy shall be in writing in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the appointor.
63. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may-
 - (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the

meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited 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
- (c) 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 or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

64. 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 the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

65. There shall be a minimum of two directors and a maximum of five and the Company by ordinary resolution may from time to time increase or reduce the maximum or increase the minimum.

ALTERNATE DIRECTORS

66. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
67. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointer is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointer as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.

68. An alternate director shall cease to be an alternate director if his appointer ceases to be a director; but, if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
69. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.
70. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

POWERS OF DIRECTORS

71. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
72. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

73. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying. Where a provision of the articles refers to the exercise of a power, authority or discretion by the directors and that power,

authority or discretion has been delegated by the directors to a committee, the provision shall be construed as permitting the exercise of the power, authority or discretion by the committee.

APPOINTMENT AND RETIREMENT OF DIRECTORS

74. At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting two fifths of the directors who are subject to retirement by rotation or, if their number is not five or a multiple of five, the number nearest to two-fifths shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.
75. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
76. If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
77. No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless-
 - (a) he is recommended by the directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.
78. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors.

79. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.
80. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

81. The office of a director shall be vacated if-
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either -
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (d) he resigns his office by notice to the Company; or
 - (e) he shall for more than twelve consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

REMUNERATION OF DIRECTORS

82. The directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.
83. A director who, at the request of the directors, goes or resides abroad, makes a special journey or performs a special service on behalf of the

Company may be paid such reasonable additional remuneration (whether by way of salary, percentage of profits or otherwise) and expenses as the directors may decide.

DIRECTORS' EXPENSES

84. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors 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.

DIRECTORS' APPOINTMENTS AND INTERESTS

85. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.
86. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office -
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

87. For the purposes of regulation 86
- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
 - (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

88. The directors may provide benefits, whether by payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

89. 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 a meeting of the directors shall be given to each director. Questions arising at a meeting shall be decided by a majority of votes. But in the case of an equality of votes, the Chairman, if any, shall not have the casting or second vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
90. A director or his alternate director may participate in a meeting of directors or a committee of directors through the medium of conference telephone or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors or a committee of directors is for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors although fewer than two directors or alternate

directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

91. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be three. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.
92. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
93. The Company may by ordinary resolution appoint one of the directors to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
94. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
95. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
96. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs-

- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the Company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures or other securities by the Company or any of its subsidiaries for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointer shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

- 97. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 98. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
- 99. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 100. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and

his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

101. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

102. The directors shall cause minutes to be made in books kept for the purpose-
- (a) of all appointments of officers made by the directors; and
 - (b) of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

THE SEAL

103. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. 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 by a second director.
104. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and those powers shall be vested in the board.

DIVIDENDS

105. Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members but no dividend shall exceed the amount recommended by the directors.
106. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which

confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith, they shall not incur any liability to the holders of the shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

107. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
108. The directors may deduct from a dividend or other amounts payable to a person in respect of a share any amounts due from him to the Company on account of a call or otherwise in relation to a share.
109. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.
110. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.
111. No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.

112. 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.

ACCOUNTS

113. A duly authorised representative of BGE shall be entitled at any time to inspect the accounting records or other books or documents of the Company.

NOTICES

114. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
115. The Company may give any notice to a member 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. 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 gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
116. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
117. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.
118. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
119. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by the articles for the giving of notice to a member, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt or by any like

description at the address, if any, within the United Kingdom supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

WINDING UP

120. If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

INDEMNITY

121. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against 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 in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

BORROWING POWERS

122. The Directors may not exercise the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party without the previous sanction of the Company in general meeting.

TRANSFER OF THE INTER-CONNECTOR PIPELINE

123. The Directors may not exercise the powers of the Company to transfer, grant, demise, assign or otherwise dispose of any estate, right, title or other interest (legal or equitable and including a licence) of the Company in the natural gas inter-connector pipeline laid from the natural gas custody transfer point at the British Gas compressor station at Beattock, near

Moffat in Scotland to the existing above ground installations of Bord Gáis Éireann at Ballough, County Dublin without the previous sanction of the Company in general meeting.

NAMES AND ADDRESSES OF SUBSCRIBERS

1. Instant Companies Limited
2 Baches Street
London N1 6UB

2. Swift Incorporation Limited
2 Baches Street
London N1 6UB

DATED this 1st day of February, 1993

WITNESS to the above signatures: Mark Anderson
2 Baches Street
London N1 6UB

(NP201)

BGE (UK) Limited

Register of Directors and Secretaries

Kept at: The Company's Registered Office

Date
02/07/2013

Company Number
2827969

Name	Bartholomew Joseph Barry
Service Address	Rossleigh, Carrigrohane, Model Farm Road, Cork, Ireland

Date of Birth	14/11/1952
Nationality	Irish
Business Occupation	Company Secretary
Country/State of Residence	Ireland

Past Appointments			
Date Appointed	Appointed As	Date Resigned	Notes
18/09/2003	Secretary	15/06/2006	

CERTIFIED COPY

Signed:


Secretary

Date:

01-05-2014

BGE (UK) Limited

Date
02/07/2013

Register of Directors and Secretaries
Kept at: The Company's Registered Office

Company Number
2827969

Name	Charles John Beattie
Service Address	108 Groomsport Road, Bangor, Co. Down, BT20 5NT, Northern Ireland

Date of Birth	13/12/1942
Nationality	British
Business Occupation	Company Director
Country/State of Residence	Northern Ireland

Current Appointments	
Date Appointed	Appointed As
13/12/2006	Director

BGE (UK) Limited

Date
02/07/2013

Register of Directors and Secretaries
Kept at: The Company's Registered Office

Company Number
2827969

Name	Michael Derek Carr
Service Address	Redstones, Beacon Road, Crowborough, East Sussex, TN6 3SX, United Kingdom

Date of Birth	14/08/1925
Nationality	British
Business Occupation	Director
Country/State of Residence	United Kingdom

Past Appointments			
Date Appointed	Appointed As	Date Resigned	Notes
02/07/1993	Secretary	06/12/1994	
02/07/1993	Director	22/04/2004	

BGE (UK) Limited

Date
02/07/2013

Register of Directors and Secretaries
Kept at: The Company's Registered Office

Company Number
2827969

Name	Philip Charlton
Service Address	62 Quinta Drive, Arkley, Barnet, Herts, EN5 3BE, United Kingdom

Date of Birth	31/07/1930
Nationality	British
Business Occupation	Director
Country/State of Residence	United Kingdom

Past Appointments			
Date Appointed	Appointed As	Date Resigned	Notes
02/07/1993	Director	09/12/2004	

BGE (UK) Limited

Date
02/07/2013

Register of Directors and Secretaries
Kept at: The Company's Registered Office

Company Number
2827969

Name	Michael Noel Conlon
Service Address	1 Barnstead Drive, Church Road, Cork, Ireland

Date of Birth	15/12/1926
Nationality	Irish
Business Occupation	Company Director
Country/State of Residence	Ireland

Past Appointments			
Date Appointed	Appointed As	Date Resigned	Notes
02/07/1993	Director	08/11/2001	

BGE (UK) Limited

Date
02/07/2013

Register of Directors and Secretaries
Kept at: The Company's Registered Office

Company Number
2827969

Name	Philip Eamon Cronin
Service Address	23 Westgate Road, Bishopstown, Cork, Ireland

Date of Birth	09/09/1936
Nationality	Irish
Business Occupation	Company Director
Country/State of Residence	Ireland

Past Appointments			
Date Appointed	Appointed As	Date Resigned	Notes
02/07/1993	Director	08/05/2000	

BGE (UK) Limited

Date
02/07/2013

Register of Directors and Secretaries
Kept at: The Company's Registered Office

Company Number
2827969

Name	Eugene Bernard Fitzgerald
Service Address	Cloduv, 2 Melbourn Road, Bishopstown, Cork, Ireland

Date of Birth	21/08/1932
Nationality	Irish
Business Occupation	Director
Country/State of Residence	Ireland

Past Appointments			
Date Appointed	Appointed As	Date Resigned	Notes
18/09/2003	Director	12/03/2007	

BGE (UK) Limited

Date
02/07/2013

Register of Directors and Secretaries
Kept at: The Company's Registered Office

Company Number
2827969

Name Registered / Principal Office Address	Instant Companies Limited 1 Mitchell Lane, Bristol, BS1 6BU, England
---------------------------------------------------	--------------------------------------------------------------------------------

Country of Registration	United Kingdom
Registration Number	01546338

Former Names		
From	To	Name
Unknown	Unknown	Instant Companies Limited

Past Appointments			
Date Appointed	Appointed As	Date Resigned	Notes
17/06/1993	Director	02/07/1993	

BGE (UK) Limited

Date
02/07/2013

Register of Directors and Secretaries

Company Number
2827969

Kept at: The Company's Registered Office

Name	Richard William Jemmett
Service Address	110 Northcott, Bracknell, Berkshire, RG12 7WS

Date of Birth	07/04/1959
Nationality	British
Business Occupation	Head of Business & Social Housing RWE npower
Country/State of Residence	United Kingdom

Current Appointments	
Date Appointed	Appointed As
06/12/2012	Director

Past Appointments			
Date Appointed	Appointed As	Date Resigned	Notes
18/05/2004	Director	12/10/2006	

BGE (UK) Limited

Date
02/07/2013

Register of Directors and Secretaries
Kept at: The Company's Registered Office

Company Number
2827969

Name	John Barry
Service Address	Woodhaven, Strawhill, Monkstown, Co. Cork, Ireland

Date of Birth	27/06/1958
Nationality	Irish
Business Occupation	Networks Managing Director
Country/State of Residence	Ireland

Current Appointments

Date Appointed	Appointed As
14/04/2011	Director

Past Appointments

Date Appointed	Appointed As	Date Resigned	Notes
27/08/2007	Director	12/12/2007	
27/08/2007	Director	12/12/2007	

BGE (UK) Limited

Date
02/07/2013

Register of Directors and Secretaries
Kept at: The Company's Registered Office

Company Number
2827969

Name	John Mullins
Service Address	8 Cairnfort, Stepside, Dublin, Ireland

Date of Birth	08/03/1968
Nationality	Irish
Business Occupation	Chief Executive
Country/State of Residence	Ireland

Past Appointments			
Date Appointed	Appointed As	Date Resigned	Notes
12/12/2007	Director	14/04/2011	

BGE (UK) Limited

Date
02/07/2013

Register of Directors and Secretaries
Kept at: The Company's Registered Office

Company Number
2827969

Name	Robert Gerard Walsh
Service Address	Windsor, Ovens, Cork, Ireland

Date of Birth	24/08/1952
Nationality	Irish
Business Occupation	Chief Executive
Country/State of Residence	Ireland

Past Appointments			
Date Appointed	Appointed As	Date Resigned	Notes
14/12/2000	Director	31/07/2007	

BGE (UK) Limited

Date
02/07/2013

Register of Directors and Secretaries
Kept at: The Company's Registered Office

Company Number
2827969

Name Registered / Principal Office Address	Swift Incorporations Limited 1 Mitchell Lane, Bristol, BS1 6BU, England
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Country of Registration Registration Number	United Kingdom 01945937
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Former Names		
From	To	Name
Unknown	Unknown	Swift Incorporations Limited

Past Appointments			
Date Appointed	Appointed As	Date Resigned	Notes
17/06/1993	Secretary	02/07/1993	

BGE (UK) Limited

Date
02/07/2013

Register of Directors and Secretaries
Kept at: The Company's Registered Office

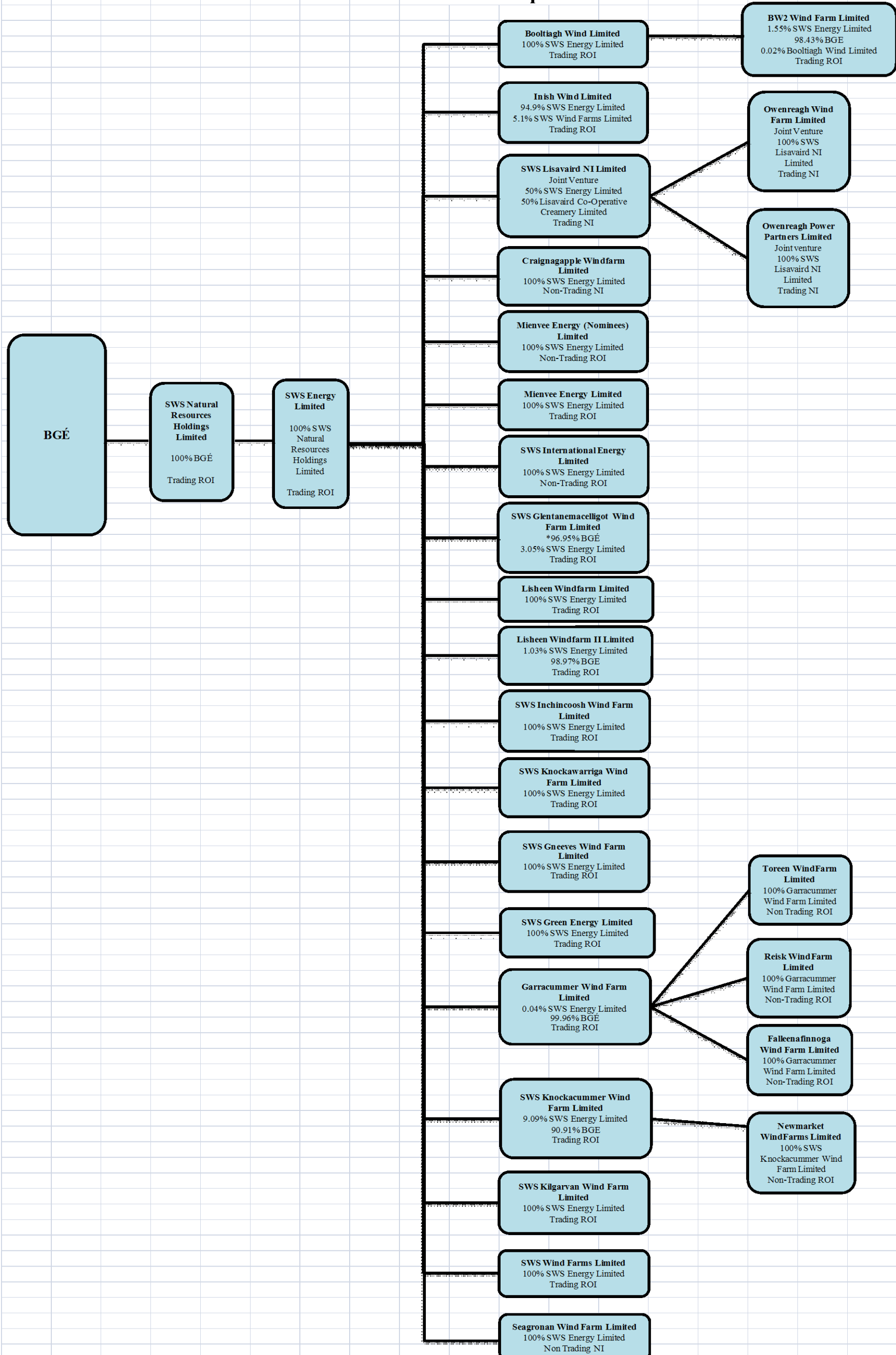
Company Number
2827969

Name	Francis Donald Wilson
Service Address	Middle Lodge, Woodfold Park, Preston New Road, Mellor, Blackburn, BB2 7NP, United Kingdom

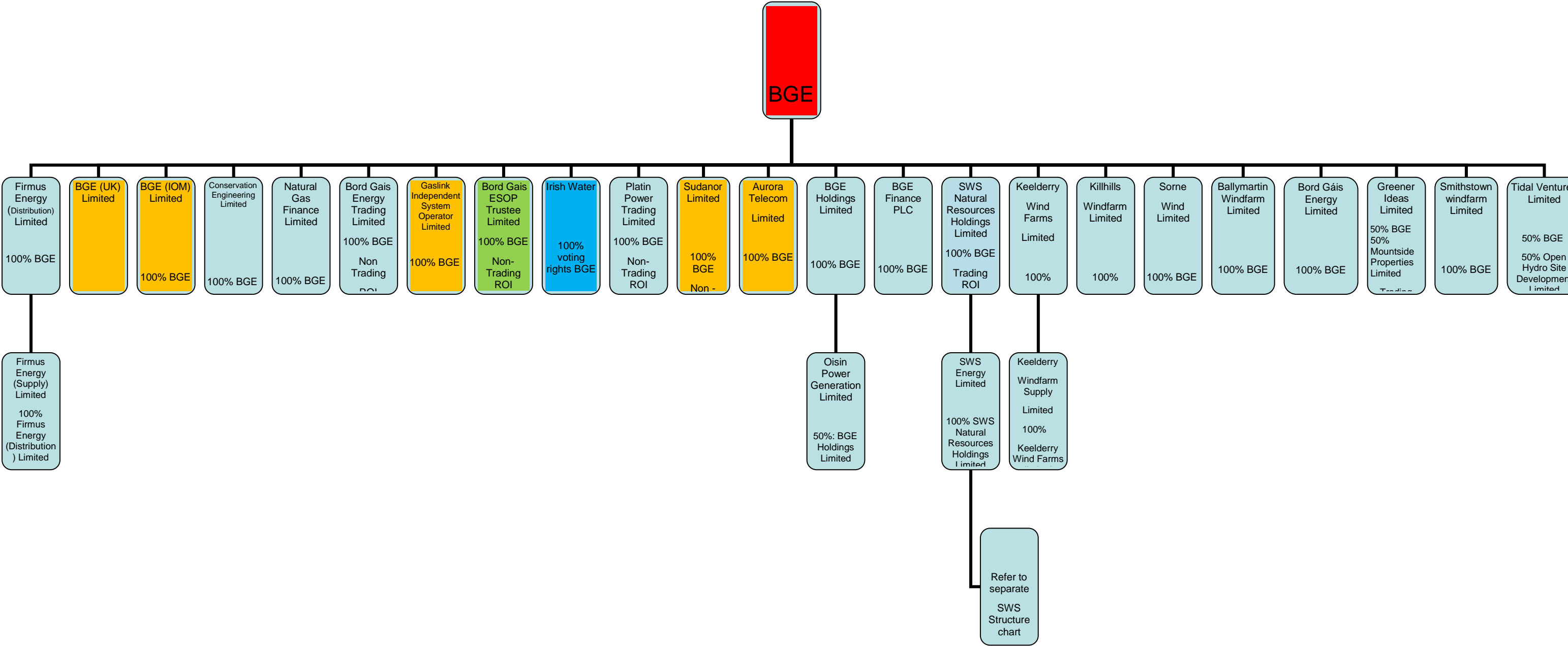
Date of Birth	30/12/1932
Nationality	British
Business Occupation	Company Director
Country/State of Residence	United Kingdom

Past Appointments			
Date Appointed	Appointed As	Date Resigned	Notes
02/07/1993	Director	06/12/2012	

SWS Structure - April 2014



BGE Group Sturcture April 2014



BGE (UK) Limited

Date
02/07/2013

Register of Directors and Secretaries

Company Number
2827969

Kept at: The Company's Registered Office

Name Service Address	William Gerard O'Riordan Shalom, Curraclough, Lissarda, Cork, Ireland
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Date of Birth Nationality Business Occupation Country/State of Residence	 Company Secretary Ireland
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Current Appointments	
Date Appointed	Appointed As
15/06/2006	Secretary

BGE (UK) Limited

Date
02/07/2013

Register of Directors and Secretaries
Kept at: The Company's Registered Office

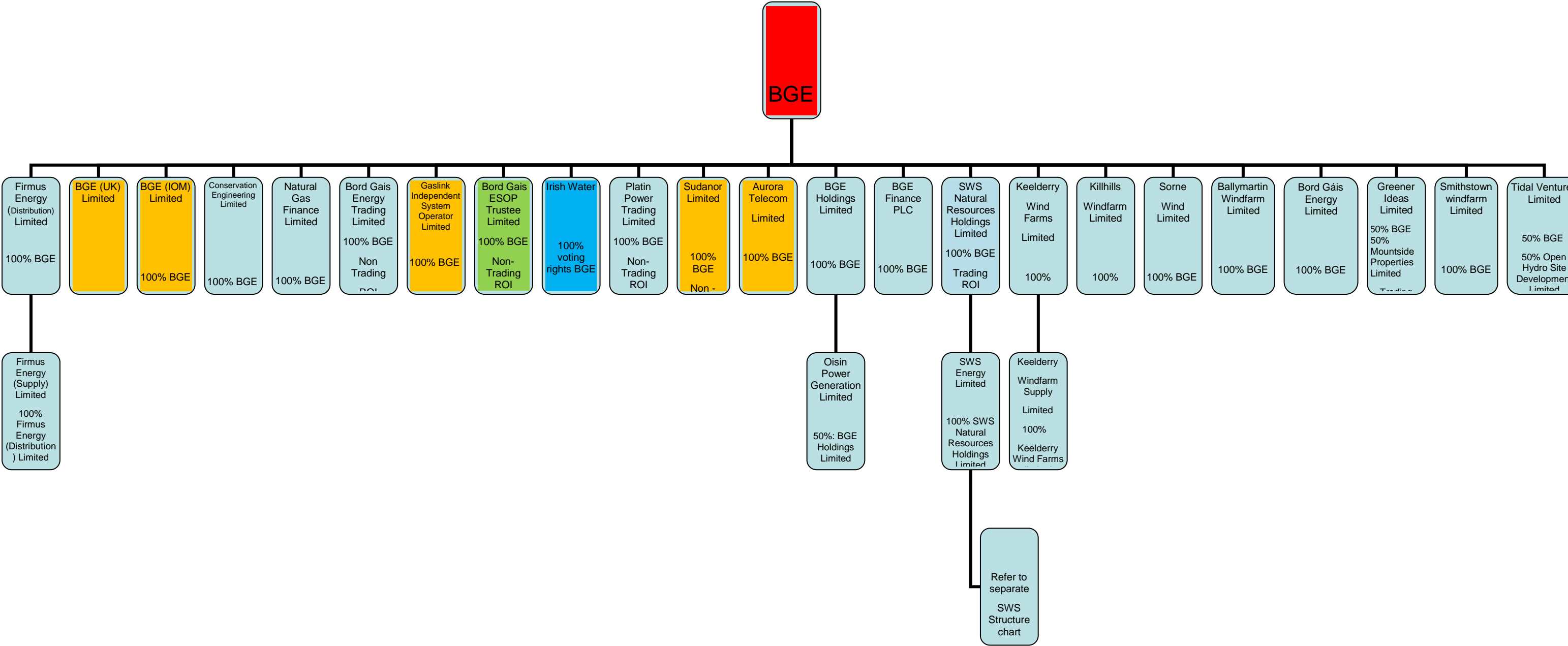
Company Number
2827969

Name	David Bernard Wright
Service Address	8 Drumsleet Avenue, Cargenbridge, Dumfries, Dumfries and Galloway, DG2 8LH

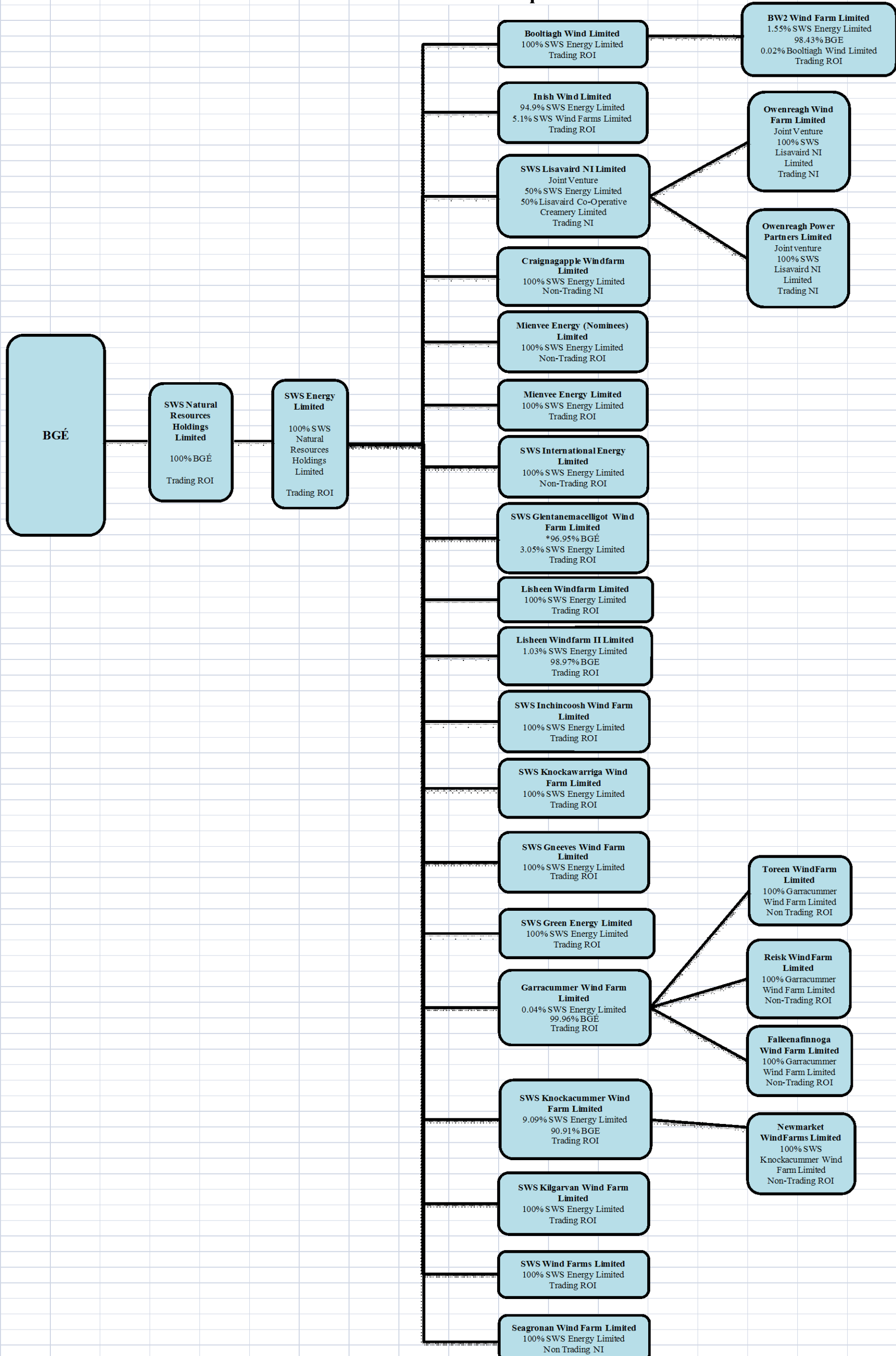
Date of Birth	
Nationality	
Business Occupation	Company Secretary
Country/State of Residence	United Kingdom

Past Appointments			
Date Appointed	Appointed As	Date Resigned	Notes
06/12/1994	Secretary	18/09/2003	

BGE Group Structure April 2014



SWS Structure - April 2014



All dimensions in metres unless otherwise stated

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 1964 Ordnance Survey Ireland, year
 (The year to use is the date of publication)

High pressure transmission pipelines are shown in red.
 The position of the transmission pipeline system shown on this plan is believed
 to be correct but the board accepts no responsibility in the event of inaccuracy.
 Service pipes are not shown. The true position of transmission pipelines
 must be verified on site by a BGN representative. No work should be carried out
 within 3m either side of a transmission pipeline in a public roadway,
 or within 7m either side of a transmission pipeline in all other locations,
 without the prior consent of BGN.
 BGN Transmission Department can be contacted at 021 - 4534562.



LEGEND:

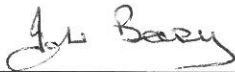
	POTENTIAL ROUTES
	POTENTIAL 4 BAR FEEDER MAIN
	EXISTING PIPELINES
	PORTADOWN - DUNGANNON = 28km
	DUNGANNON - COOKSTOWN = 17km
	COOKSTOWN - MAGHERAFELT = 38km
	DUNGANNON - OMAGH = 38km
	OMAGH - ENNISKILLEN = 35km
	ENNISKILLEN - DERRYLYN = 23km
	NORTH WEST PIPELINE - STRABANE = 28km
	TOTAL = 177km
	AGI
	TOWN CONNECTION

Transmission Operations. P.O. Box 51, Gasworks Road, CORK			
GAS TRANSMISSION NETWORK INFORMATION			
Issue:	OPTION 1 (FINGLETON-MCADAM DESIGN)		
Location:	GAS TO WEST NI		
Plot Date:	01.05.2014	Contact:	ROC
Plotted by:	TK	Scale:	1:250000

I, John Barry, Chairman of BGE (UK) Limited ("the applicant") having made appropriate enquiries hereby confirm that to the best of my knowledge, information and belief:

1. There are no actual, threatened or regulatory enforcement actions that have been, are being, or are proposed to be taken by any competent authority against the application or any "relevant individuals" or any parent undertaking, holding company or ultimate controller of the applicant;
2. There are no criminal convictions of the applicant or any relevant individuals or any parent undertaking, holding company or ultimate controller of the applicant to declare other than convictions for minor road traffic offences or in respect of which the convicted person has become rehabilitated under the Rehabilitation of Offenders (Northern Ireland) Order 1978 or the Rehabilitation of Offenders Act 1974;
3. There have been no such cautions given, prosecutions brought or threatened or any other action taken by a competent authority in respect of the applicant or any relevant individuals or any parent undertaking, holding company or ultimate controller of the applicant within the six years prior to the date of the application, in relation to any actual or alleged contravention of environmental (including town and country planning) legislation;
4. There have been no instances where an application has been made by the applicant or any parent undertaking, holding company or ultimate controller of the applicant for a licence under the Order or the Electricity (Northern Ireland) Order 1992, or for any equivalent form of licence or authorisation in a jurisdiction other than Northern Ireland, where that application has been refused;
5. There have been no instances where a licence held by the applicant or any parent undertaking, holding company or ultimate controller of the applicant under the Order or the Electricity (Northern Ireland) Order 1992, or any equivalent form of licence or authorisation in a jurisdiction other than Northern Ireland, has been revoked or threatened to be revoked;
6. There have been no instance of insolvency to which the applicant or any parent undertaking, holding company or ultimate controller of the applicant has been subject (details with regard to Corporate Restructuring are included in the main body of the application); and
7. There have been no actual, pending or threatened recovery orders in relation to illegal State aid that have been made, are being made, or have been proposed by the European Commission in respect of the applicant or any parent undertaking, holding company or ultimate controller of the applicant.

Signed: _____



John Barry

Chairman

BGE (UK) Limited