

No. 448278

The Companies Act 1985

Company Limited by Guarantee

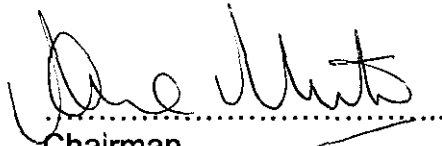
Special Resolution of

Centrica Management Pensions Trustees Limited

At an Extraordinary General Meeting of the Company duly convened and held
at Millstream West, Maidenhead Road, Windsor, Berkshire, SL4 5GD
on Tuesday 2nd March 2004 the following resolutions were duly passed:

As a Special Resolution:

That the regulations set forth in the printed documents produced to this meeting
and for the purposes of identification signed by the Chairman hereof, be
approved and adopted as the articles of association of the Company, in
substitution for, and to the exclusion of, all existing articles thereof.


.....
Chairman



Company number
448278

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

NEW ARTICLES OF ASSOCIATION
OF
CENTRICA MANAGEMENT PENSIONS TRUSTEES LIMITED

(adopted by Special Resolution passed
on 2nd March, 2004)

GENERAL

1. In these articles:

“Company” means A.A. Pensions Trustees Limited;

“the Act” means the Companies Act 1985 (as amended);

“Employer-Nominated Director” and “Scheme-Nominated Director” have the meanings respectively assigned to them in article 24.

“Directors” means the directors for the time being of the Company or a quorum of the directors acting at a meeting of the directors as the context may require;

“Month” means calendar month;

“Scheme Member” means an employee who has applied and whose application has been accepted by the Company, for membership of a retirement benefits scheme of which the Company is for the time being the trustee and whose membership of such scheme is for the time being in force; and

“Statutes” means the Act and includes any statutory modification or re-enactment thereof for the time being in force.

Unless the context otherwise requires or the contrary intention appears:

- (a) words importing the singular number shall include the plural number and vice versa and words importing the masculine gender shall include the feminine gender; and

- (b) words or expressions contained in these articles shall bear the same meaning as in the Statutes as at the date at which these articles became binding on the Company.

MEMBERS

2. The minimum number of members of the Company shall be two.
3. Every person who wishes to become a member and who is nominated by the Principal Company for the purposes of a retirement benefits scheme to which the definition of Scheme Member relates, shall deliver to the Company an application for membership in such form as the Directors require executed by him.
4. The provisions of sections 352 and 353 of the Act shall be observed by the Company.
5. Membership of the Company shall be personal to the member and shall not be transferable by the act of the member or by operation of law.
6. A member may at any time (provided there are at such time at least two other members of the Company) determine his membership forthwith by notice in writing delivered to the Company. A member shall automatically cease to be a member on the direction of the Principal Company for the purposes of a retirement benefits scheme to which the definition of Scheme Member relates.

GENERAL MEETINGS

7. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Directors shall appoint.
8. All general meetings other than annual general meetings shall be called extraordinary general meetings.
9. 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 at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as

nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

10. An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. The notice shall specify the place, the day and the hour of meeting and the general nature of the business to be transacted and shall be given in the manner set out below or in such other manner as may be prescribed by the Company in general meeting, to such persons as are entitled to receive notices from the Company under these articles.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote at it.

11. 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

12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in these articles, two members present in person or by proxy shall be a quorum. 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.
13. 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 15 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.
14. 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 as the meeting may

determine. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

15. Any question to be decided at a general meeting shall be decided on a show of hands unless before or upon the declaration of the result a poll is demanded by the Chairman or by any member present in person. Unless a poll is duly demanded a declaration by the Chairman of the meeting that a resolution has been carried, unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Company 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.
16. 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 30 days after the poll is demanded. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. 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.
18. In the case of an equality of votes either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a further or casting vote.
19. The demand for a poll shall not prevent the continuance of any meeting for the transaction of any business other than that on which a poll has been demanded.
20. Every member shall have one vote. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company.
21. Proxies shall be in writing under the hand of the appointor or his authorised attorney, and may be in the following form or as near to it as circumstances permit:

A.A. PENSIONS TRUSTEES LIMITED

"I, A.B. of _____, hereby
appoint C.D. of _____, as
my proxy at the annual/extraordinary general meeting of the company

to be held on , 200 , and at any adjournment thereof.

Dated this day of , 200 ."

22. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority notarially certified or in some other form approved by the Directors shall be deposited at the registered office of the Company or at such other place within the UK as is specified for that purpose in the notice convening the meeting not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
23. A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in like form, each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This article is in addition to, and not limited by, the provisions in Sections 381A, 381B and 381C of the Act.

DIRECTORS

24. If and for so long as the Company is a trustee of a trust scheme to which section 18 of the Pensions Act 1995 applies and arrangements under section 18; or arrangements under section 19(1), are applicable, the Company shall secure that arrangements referred to under those sections ("Scheme Director Arrangements") are implemented. Any Scheme Director Arrangements shall override any provisions of the articles which are inconsistent. The determination of the number of the Directors of the Company and the proportion of their number which shall be employer nominated directors ("Employer-Nominated Directors") and which shall be nominated by Scheme Members ("Scheme-Nominated Directors") shall be determined by the Company in general meeting. Until so determined by the Company in general meeting, the number of Directors shall be five of whom three shall be Employer-Nominated Directors and two shall be Scheme-Nominated Directors. Each Employer-Nominated Director shall be appointed by notice in writing stating that such Director is appointed as a Employer-Nominated Director, the notice to be signed by a member on its behalf and delivered to the Company at its registered office. No person may be appointed as a Scheme-Nominated Director unless he is a Scheme Member. A Scheme-Nominated Director shall be appointed by notice in writing stating that such Director is appointed as a Scheme-Nominated Director, the notice to be signed by a member on its behalf

and delivered to the Company at its registered office. The appointment of both Employer-Nominated Directors and Scheme-Nominated Directors shall be at the absolute discretion of the members of the Company.

25. The office of a Director shall be vacated:

- (1) if he becomes bankrupt or he makes any arrangement or composition with his creditors;
- (2) if he is, or may be, suffering from mental disorder and either 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 an order is made by a court having jurisdiction (whether in the UK 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.;
- (3) if he is prohibited from being a Director by any order made under the provisions of the Statutes;
- (4) if he resigns his office by notice in writing to the Company;
- (5) if he ceases to be a Director by virtue of section 293 of the Act;
- (6) if, in the case of a Scheme-Nominated Director, he ceases to be a Scheme Member;
- (7) if he dies; or
- (8) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

26. The continuing Directors may act at any time notwithstanding any vacancy in their body, but any such vacancy shall be filled as speedily as may be by an appointment made in accordance with article 23.

27. The Directors may exercise all the powers and discretions vested in the Company under its memorandum of association or otherwise as are not directed or required by these articles or by the Statutes to be done by the Company in general meeting.

28. The Directors may meet together for the despatch of business adjourn and otherwise regulate their business as they see fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second

or casting vote. A Director may and the secretary, on the requisition of a Director shall, at any time summon a meeting of the Directors.

29. The Company in general meeting may fix the quorum necessary for the transaction of business by the Directors and may determine how many Employer-Nominated Directors the quorum must contain. Until otherwise determined by the Company in general meeting, two Directors present in person shall be a quorum of whom at least one shall be Employer-Nominated Directors. If within half an hour from the time appointed for any meeting of the Directors a quorum is not present then one Employer-Nominated Director present in person shall be deemed to constitute a quorum but if one Employer-Nominated Director is not present in person at such time then the meeting shall stand adjourned to such other day (being not less than seven days after the day appointed for the meeting) and to such other time and place as the Directors who are present shall determine. Notice of the adjourned meeting shall be given to each Director (other than a Director for the time being absent from the United Kingdom) and if at the adjourned meeting a quorum is not present within half an hour from the time fixed for the meeting the meeting shall be dissolved. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of summoning a general meeting of the Company, but for no other purpose.
30. The Chairman of the Directors shall be such an Employer-Nominated Director as the members shall from time to time appoint, but if no such Chairman is appointed, or if at any meeting the Chairman is not present within five minutes of the time appointed for holding the same, the Chairman shall be such Employer-Nominated Director present at the meeting as the Directors present at the meeting shall appoint.
31. The Directors may delegate any of their powers to committees consisting of such members of their body as they think fit provided that any committee formed shall include at least one Employer-Nominated Director. A committee shall, in the exercise of the powers delegated to it, conform to any regulations that may be imposed upon it by the Directors. Unless otherwise determined by the Directors, the quorum for the transaction of business of any committee shall be two Directors present in person of whom at least one shall be an Employer-Nominated Director.
32. A committee may elect a chairman of its meetings, who shall be an Employer-Nominated Director. If no chairman is elected, or if at any meeting the Chairman is not present within five minutes of the time appointed for holding the meeting, the Directors present may choose

one of the Employer-Nominated Directors present to be the Chairman of the meeting.

33. A committee may meet and adjourn as its members think fit. Questions arising at any meeting shall be determined by a majority of votes of the Directors present. In the case of an equality of votes the Chairman shall have a second or casting vote.
34. All acts done bona fide by any meeting of Directors, by any meeting of a committee of Directors or by any person acting as a Director shall, notwithstanding it is afterwards discovered that there was some defect in the appointment of any Director or person acting as a Director or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director.
35. The Directors shall cause proper minutes to be made of all general meetings of the Company, of all appointments of officers, of the proceedings of and attendance at all meetings of Directors and committees and all business transacted at such meetings. Any minute of a meeting, if purporting to be signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts stated in that minute.
36. A resolution in writing signed by all the Directors or all the members of a committee of the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors or of the committee of the Directors as the case may be duly convened, held and constituted.

ALTERNATE DIRECTORS

37. Any Employer-Nominated Director may appoint any other Employer-Nominated Director and if he is not present any other Employer-Nominated Director and so on, and any Scheme-Nominated Director may appoint any other Scheme-Nominated Director and if he is not present any other Scheme-Nominated Director and so on, to be an alternate Director and may remove from office an alternate Director so appointed by him. An alternate Director representing another Director shall be entitled to vote at all meetings of Directors at which the Director appointing him is not personally present and (as the case may require) receive notice of, attend and vote at all meetings of committees of Directors at which the Director appointing him is not personally present and generally to perform all the functions (except as regards the power to appoint an alternate) of his appointer as a Director in his absence, but shall look to his appointor solely for his remuneration (if any) as an alternate Director. An alternate Director representing another Director shall be entitled to a vote at a meeting of Directors or of a committee of Directors, on behalf of his appointer as distinct from the vote to which he is entitled in his own capacity as a Director, but shall only count as one Director for the purposes of

making a quorum of Directors. An alternate Director shall cease to be an alternate Director if his appointer ceases to be a Director.

38. Every instrument appointing an alternate Director or, as the case may be, alternate Directors, shall, as nearly as circumstances will admit, be in the following form or to the following effect:

A.A. PENSIONS TRUSTEES LIMITED

"I, _____, a Director of A.A. Pensions Trustees Limited ("the Company"), in pursuance of the power contained in article 36 of the articles of association of the Company, do hereby appoint of _____

_____, [or if he is not present, of _____.]
to act as alternate Director(s) in my place at any meeting of the Directors which I am unable to attend, and to perform all my functions (except as regards the power to appoint an alternate) as a Director of the Company in my absence.

Signed this _____ day of _____ 200 ."

THE SEAL

39. The seal may only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors for that purpose. 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 one Director and by the Secretary or by a second Director.

ACCOUNTS

40. The Directors shall cause proper books of accounts to be kept with respect to:
- (1) the assets and liabilities of the Company;
 - (2) the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place; and
 - (3) all sales and purchases of goods by the Company.
41. The books of account shall be kept at the registered office of the Company or at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors or the members of the Company.

42. The Directors shall from time to time, in accordance with sections 227, 229 and 235 of the Act, cause to be prepared and laid before the Company in general meeting the profit and loss accounts, balance sheets, group accounts (if any) and reports referred to in those sections.

INDEMNITY

43. Every Director of the Company shall be entitled to be repaid all travelling, hotel and other out-of-pocket expenses properly incurred by him in consequence of his attendance at meetings of the Directors and of committees of the Directors and otherwise in the execution of his duties as a Director. Every Director and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation to his office. No Director or other officer shall be liable for any loss, damage or misfortune which may happen to, or be incurred by, the Company in the execution of the duties of his office or in relation to his office. This article shall only have effect in so far as it is not avoided by section 310 of the Act or by any other provision of the Statutes.

NOTICE

44. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. "Address" in relation to electronic communications, includes any number or address used for the purposes of such communications.