

Company No: 2172239

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

TOTAL GAS & POWER LIMITED

DATED 17 DECEMBER 2004



EDI \*EUEU21HX\* 0185  
COMPANIES HOUSE 29/12/04  
A09 \*AYHUS1H9\* 0559  
COMPANIES HOUSE 29/12/04

WE, the undersigned, being all the members of the above named Company for the time being entitled to attend and vote at general meetings of the company  
**RESOLVE** that the following resolutions be passed by way of written resolution:

**ORDINARY RESOLUTIONS**

1. **Increase in Authorised Share Capital**

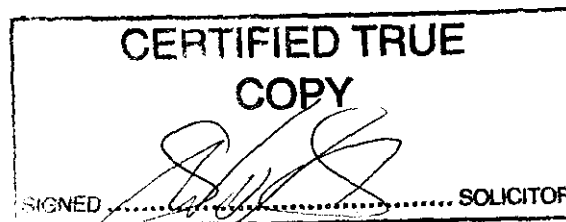
"That as of 21 December 2004 the authorised share capital of the Company be increased from £40,000 to £145,800,000 by the creation of a further 145,760,000 ordinary shares of £1 each ranking pari passu with the existing ordinary shares in capital of the Company"

2. **Authority to Allot**

"That the directors of the Company be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in that section) up to an aggregate nominal amount of £145,760,000. The authority conferred by this resolution shall be for a period of 6 months from the date of the passing of this resolution except that the Company may before the end of such period make any offer or agreement which would or might require equity securities to be allotted after such period, and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired."

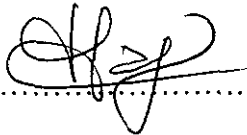
3. **Repayment of intercompany loan to Total Midstream Holdings UK Limited**

It is hereby noted that, as of 21 December 2004, the monies owed by the Company under the intercompany loan from Total Midstream Holdings UK Limited have been waived.



For and on behalf of

Total Midstream Holdings UK Limited

A handwritten signature in black ink, appearing to be 'H. J. P.', written over a dotted line.

Name:

K:\Legal&Regulation\Legal\Company Secretarial\TGP-Resolutions.doc

52