

Company Number 2172239

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL AND ELECTIVE RESOLUTIONS

OF ASSOCIATED GAS SUPPLIES LIMITED

passed on ~~Friday, 29th May~~ ^{Monday 11th June} 1998

At the Annual General Meeting of the Members of the above-named company, duly convened and held at AGAS House, 59 Markham Street, London SW3 3NR, on ~~Friday 29th May~~ 1998, the following special business was passed as SPECIAL AND ELECTIVE RESOLUTIONS: ^{Monday 11th June}

SPECIAL RESOLUTION

"THAT the following sub-clause be adopted as sub-clause (vi) of Article 82 of the Articles of Association of the Company as follows:


- (vi) If he attains the age of 70. In this event he shall vacate his office at the conclusion of the annual general meeting commencing next after he attains the age of 70; but acts done by a person as Director are valid notwithstanding that it is afterwards discovered that his appointment had terminated pursuant to this Article."


ELECTIVE RESOLUTIONS

"THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1999 and subsequent years until this election is revoked.

THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.

THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually."


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P G Adams
Secretary

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| EDX | *ELH3B00U* | 370 |
| COMPANIES HOUSE 4.6.98 | | |
| A02 | *AYBNT6W1* | 184 |
| COMPANIES HOUSE 09/06/98 | | |