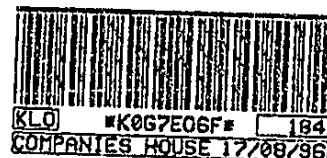


22 - 08 - 96**Company Number: 2366852****Companies Act 1985****and****Companies Act 1989****Public Company Limited by Shares****Special Resolutions****of****London Electricity plc**

At the seventh Annual General Meeting of the Company held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on 2 August 1996, the following resolutions were passed as Special Resolutions of the Company:-

Resolution 7 That the directors be hereby empowered pursuant to Section 95 of the Companies Act 1985 ("the Act") until the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the date of this resolution to allot equity securities (within the meaning of Section 94 of the Act) of the Company for cash, pursuant to the general authority conferred by a resolution which was passed at the Annual General Meeting of the Company held on 4 August 1995 to allot relevant securities up to an aggregate nominal amount of £33,190,618 if required up until 3 August 2000, as if Section 89(1) of the Act did not apply to such allotment and the directors shall be entitled to make at any time prior to the expiry of the power conferred by this resolution any offer or agreement which would or might require equity securities to be allotted after the expiry of such power; provided that this power shall be limited to:

- a) the allotment of equity securities in connection with a rights issue to or for the benefit of ordinary shareholders where the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held or deemed to be held by them having regard to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory, or by virtue of shares being represented by depository receipts, the requirements of any regulatory body or stock exchange, or any other matter whatsoever; and

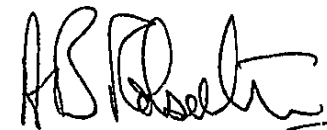
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- b) the allotment (otherwise than pursuant to sub-paragraph a above) of equity securities up to an aggregate nominal value of £5,083,192.

Resolution 8 That the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of the Company provided that:

- a) the maximum number of ordinary shares hereby authorised to be acquired is 17,429,083;
- b) the minimum price which may be paid for any such share is 59 pence;
- c) the maximum price which may be paid for any such share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the ten business days immediately preceding the day on which the share is contracted to be purchased; and
- d) the authority hereby conferred shall expire on 2 August 1997 or, if earlier, at the conclusion of the Annual General Meeting of the Company in 1997, but a contract of purchase may be made before such expiry which will or may be completed wholly or partly thereafter, and a purchase of shares may be made in pursuance of any such contract.

Certified a true extract



.....
Company Secretary