

**THE COMPANIES ACTS 1985 TO 1989**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**EASTERN ELECTRICITY PLC**


We, the undersigned, being all the Members for the time being of the above-named company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following as ELECTIVE RESOLUTIONS and agree that the said resolutions shall, pursuant to Regulation 53 of Table A in the Companies (Tables A to F) Regulations 1985 (which regulation is embodied in the Articles of Association of the Company), for all purposes be as valid and as effective as if the same had been passed at a General Meeting of the Company duly convened and held:

**ELECTIVE RESOLUTIONS**

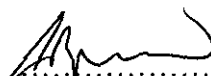
1. pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meetings;
2. pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings; and
3. pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.

Pursuant to Section 390A of the Act, while the Elective Resolutions remain in force the remuneration of the auditors will be fixed by the directors.

Dated this 5<sup>th</sup> day of July 2001



.....  
For and on behalf of  
Eastern Electricity Holdings Limited



.....  
For and on behalf of  
Energy Nominees Limited

