

Company No: 2366970

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

POWERGEN plc



At the Annual General Meeting of the Company held at the International Convention Centre, Birmingham on 14 July 1997, the following resolutions were passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

1 That the Articles of Association of the Company be amended as follows:

(a) Article 67 be amended by deletion of the existing words and inserting in their place the following words:

“Subject to any rights or restrictions attached to any shares, on a show of hands every member who is present in person (which expression shall include a person present as the duly authorised representative of a corporation or a corporation sole which is a member) shall have one vote. A proxy appointed, in respect of all or part of such shareholding, by a member who holds shares in the Company pursuant to a written agreement with the Company on behalf of a third party or a number of third parties (a *Nominee Proxy*) shall on a show of hands also have one vote (and, for the avoidance of doubt, any such proxy will, on a show of hands, be entitled to one vote only, even if that proxy is himself a member or is acting as a proxy for more than one member). On a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.”

(b) Article 74 be amended by adding the words:

“provided that, in any case, the member must state in the instrument appointing each such proxy, the number of shares in respect of which the appointment of that proxy is made.”

(c) Article 77 be renumbered Article 77A and that the following new Article be added as Article 77B:

"An instrument appointing a proxy shall be deemed to include the right to demand, or join in demanding, a poll and, in the case of a Nominee Proxy only, to confer the right to speak at a meeting. A proxy who is not a Nominee Proxy shall not, except with the permission of the Chairman, have any right to speak at a meeting. The instrument of proxy shall also be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless it provides to the contrary, be valid for any adjournment of a meeting as well as for the meeting to which it relates."

(d) A new Article be added as Article 77C:

"If a member appoints more than one proxy and the instruments of proxy appointing such proxies purport, in aggregate, to confer on those proxies the authority to vote at a general meeting more shares than are at the relevant time held by that member, each of those instruments of proxy shall be invalid and none of the proxies so appointed by that member shall be entitled to attend, speak (if relevant) or vote at that general meeting."

2 That the Articles of Association of the Company be amended by adding in Article 135(2)(a) the word "fifth" before the word "annual" and deleting the word "next" and pursuant to Article 135(2), and in accordance with the provisions thereof, the directors be and they are hereby authorised, if they consider it appropriate, to make and implement an offer or offers to the holders at any time of the ordinary shares of 50p each in the capital of the Company ("**Shares**") to elect to receive new ordinary shares of 50p each in the capital of the Company credited as fully paid ("**New Shares**") instead of cash in respect of all or part of any final or interim dividend or dividends declared or paid during the period prior to the Annual General Meeting of the Company to be held in 2002 and so that any fractional entitlement shall be accrued and/or retained and accumulated on behalf of such holders of Shares and that such accruals or retentions be applied in the allotment of New Shares by way of bonus to or cash subscription on behalf of such holders and/or that cash payments be made to such holders in respect of their fractional entitlements, subject to such terms and conditions as the directors may from time to time determine.

3 That the directors be and they are hereby empowered, pursuant to Section 95 of the Companies Act 1985, to allot equity securities (as defined in Section 94 of that Act) for cash, pursuant to the general authority conferred by ordinary resolution passed on 17 July 1995, as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

(a) the allotment of equity securities in connection with any rights issue in favour of the holders of ordinary shares on the register of members at such record date or dates as the directors may determine for the purpose of the issue where the equity securities respectively attributable to the interest of the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them on any such record date or dates, subject to such arrangements or exclusions as the directors may deem necessary or expedient to deal with fractional entitlements or exclusions, legal or practical problems arising in any overseas territory or by

virtue of the shares being represented by depositary receipts, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

(b) the allotment (otherwise than pursuant to (a) above) of equity securities up to an aggregate nominal value of £15,930,000;

and shall expire on the conclusion of the next Annual General Meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that this power has expired.

4 That, pursuant to Article 44 of the Company's Articles of Association, the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 50p each in the capital of the Company provided that:

(a) the maximum number of ordinary shares hereby authorised to be purchased is 63,747,000 representing approximately 10% of the issued ordinary share capital at 23 May 1997;

(b) the minimum price which may be paid for an ordinary share is 50p per share which amount shall be exclusive of expenses;

(c) the maximum price which may be paid for an ordinary share is, in respect of an ordinary share contracted to be purchased on any day, an amount (exclusive of expenses) equal to 105% of the average mid-market quotations for an ordinary share of the Company as derived from The Daily Official List of the London Stock Exchange for the 10 business days immediately preceding the day on which the ordinary share is purchased;

(d) the authority hereby conferred shall expire on the date of the next Annual General Meeting of the Company after the date of passing of this resolution, unless such authority is renewed prior to such time; and

(e) the Company may conclude a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract as if the authority hereby conferred had not expired.


Chairman