

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 13 July 1998, the following resolutions were passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

- 1 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 £16,110,000;

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.

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- 2 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 64,453,000 representing approximately 10% of the issued ordinary share capital at 20 May 1998;

(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.


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Chairman