

POWERGEN UK PLC
(the "Company")

EXTRACT from Minutes of the Annual General Meeting of the Company
held on 25 November 2002



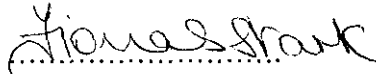
The following resolutions were passed as Special Resolutions:

3. That
 - (a) the 1,000 existing A ordinary shares of 50 pence each in the capital of the Company be and are hereby converted and redesignated as Ordinary shares of 50 pence each in the capital of the Company, to rank pari passu in all respects with the other Ordinary shares in the capital of the Company subject to the Articles of Association of the Company as revised pursuant to resolution 3(c) below;
 - (b) the 1,049,999,002 existing B ordinary shares of 50 pence each in the capital of the Company be and are hereby converted and redesignated as Ordinary shares of 50 pence each in the capital of the Company subject to the Articles of Association of the Company as revised pursuant to resolution 3(c) below;
 - (c) the existing Article 3.A of the Articles of Association of the Company be deleted and replaced with the following: "The authorised share capital of the Company is £525,000,001 divided into 1,050,000,002 Ordinary shares of 50 pence each"; and
 - (d) The existing Article 3.B be deleted and the existing Article 3.A as amended pursuant to resolution 3(c) above be renumbered Article 3."
4. "That in the Articles of Association of the Company:
 - (a) the existing Article 11 together with the heading "Powergen 1998 Special Share" be deleted and the subsequent Articles 12 to 149 inclusive be renumbered consecutively Articles 11 to 148;
 - (b) in the existing Article 37, all the words following the first sentence be deleted;
 - (c) in the existing Article 81, the last two sentences be deleted;
 - (d) in the existing Article 87(a), the words "but if a director retires but is reappointed at a meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment" be deleted;
 - (e) the existing Article 114 be replaced with the following: "Save as otherwise provided by the Articles, a director may vote at, and count in the quorum for, a meeting of the board or a committee of the board or

any resolution of the board in which he has an interest."

- (f) in the existing Article 117, the words "(if not debarred from voting under the proviso to paragraph (e) of Article 114)" be deleted
- (g) the existing Article 128(2) be deleted and the existing Article 128(1) be renumbered Article 128. "

Certified:


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Company Secretary

Date: 28 November 2002