

THE COMPANIES ACTS

NATIONAL GRID OVERSEAS LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

In accordance with Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) as incorporated in the Company's Articles of Association, we, all the members of the Company who would, at the date of this resolution, have been entitled to vote upon it if it had been proposed at a general meeting at which we were present **HEREBY RESOLVE** in writing as follows:


ORDINARY RESOLUTION

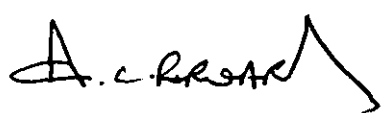
1. THAT the authorised share capital of the Company be increased from £1000 divided into 1000 ordinary shares of £1 each to £198,368,400 by the creation of 168,368,400 Redeemable A Preference Shares of £1 each and 30,000,000 Redeemable B Preference Shares of £1 each, both classes of shares to be subject to the rights and restrictions set out in the new Articles of Association of the Company to be adopted pursuant to resolution 2.

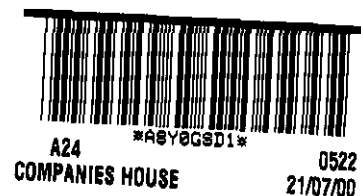
SPECIAL RESOLUTION

2. THAT the regulations contained in the document attached (for the purpose of identification marked "A") be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Date: 27 June 2000


As authorised representative for and on
behalf of National Grid International Limited


As authorised representative for and on
behalf of NGC Nominees Limited



Company No: 2444202

**The Companies Acts
Company Limited by Shares**

**ARTICLES OF ASSOCIATION of
NATIONAL GRID OVERSEAS LIMITED**

(Adopted by Special Resolution passed on 27 June 2000)

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The Companies Acts
Company Limited by Shares

ARTICLES OF ASSOCIATION
of
NATIONAL GRID OVERSEAS LIMITED

DEFINITIONS AND INTERPRETATION

1. Definitions

In these Articles and the applicable regulations of Table A (as defined below) the following words and expressions have the meanings set opposite them:

"Act"	the Companies Act 1985 and any reference herein to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
"Committee"	a committee of the board of Directors of the Company duly appointed pursuant to these Articles
"Preference Shares"	the Redeemable A Preference Shares and the Redeemable B Preference Shares (and any of them)
"Statutes"	every statute (including any statutory instrument, order, regulation or subordinate legislation made under it) for the time being in force concerning companies and affecting the Company
"Swiss Franc Equivalent Amount"	an amount as converted into Swiss Francs at the exchange rate prevailing on the date of issue of the relevant Redeemable A Preference Share equal to the aggregate of the sterling amount of the nominal value of the relevant Redeemable A Preference Share together with any premium paid thereon
"Table A"	Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985

"these Articles"

these articles of association as originally adopted or as altered from time to time

"Yen Equivalent Amount"

an amount as converted into Yen at the exchange rate prevailing on the date of issue of the relevant Redeemable B Preference Share equal to the aggregate of the sterling amount of the nominal value of the relevant Redeemable B Preference Share together with any premium paid thereon.

Words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations. Headings to these Articles are inserted for convenience and shall not affect their construction.

2. Table A

The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles. Regulations 8, 24, 40, 41, 64, 65, 67, 73 to 78 (inclusive), 80, 83, 94 to 98 (inclusive), 108 and 118 of Table A shall not apply to the Company.

SHARE CAPITAL

3. Share capital

The authorised share capital of the Company at the date of adoption of these Articles is £198,369,400 divided into 1000 Ordinary Shares of £1 each, 168,368,400 Redeemable A Preference Shares of £1 each and 30,000,000 Redeemable B Preference Shares of £1 each.

4. Share rights

The rights attaching to the respective classes of Shares shall be as follows:

4.1 As regards income:

4.1.1 In respect of any financial year of the Company the profits of the Company for the time being available for distribution shall be applied:

- (a) first in paying to the holders of the Redeemable A Preference Shares a fixed cumulative cash dividend (the "**A Preference Dividend**") at the rate (exclusive of any associated tax credit) and subject as provided in article 4.1.8 below of 4.33% on the Swiss Franc Equivalent Amount per share per annum;

- (b) secondly in paying to the holders of the Redeemable B Preference Shares a fixed cumulative cash dividend (the "**B Preference Dividend**") at the rate (exclusive of any associated tax credit) and subject as provided in article 4.1.8 below of 1.195% on the Yen Equivalent Amount per share per annum.
- 4.1.2 The A Preference Dividend and the B Preference Dividend shall each accrue from day to day from (and inclusive of) the date of issue of the relevant Preference Share and shall become payable and be paid twice yearly on 10 June and 10 December and in every year, the first such payment to be made on 10 December 2000 and to be in respect of the period from the date of issue of the relevant Preference Share up to (and inclusive of) 10 December 2000.
- 4.1.3 The A Preference Dividend and the B Preference Dividend (respectively) shall each become due and payable on the respective dates referred to in article 4.1.2 above ipso facto and without any recommendation or resolution of the Directors of the Company or the Company in general meeting (and notwithstanding anything to the contrary contained in these Articles), until redemption of the relevant Redeemable A Preference Share or Redeemable B Preference Share. Each payment of any such dividend shall be accompanied by a certificate for the related tax credit (if any).
- 4.1.4 If the Company is not lawfully able to pay any A Preference Dividend or B Preference Dividend in full on the due date for payment of the same then it shall on such date pay the same to the extent that it is then lawfully able so to do and, without prejudice to the respective rights of the holders of the relevant Shares, any amount not then so paid shall be paid so soon thereafter as the Company is lawfully able to pay the same.
- 4.1.5 If any A Preference Dividend or B Preference Dividend is (for whatever reason) not paid in full on the due date for payment of the same then, as from and including such date to and including the date of payment, interest shall accrue on the amount unpaid at an annual rate calculated as 2 per cent. (2%) above the one month LIBOR rate for Yen or Swiss Francs (as appropriate) as taken from the British Bankers Association 11.00 a.m fixings and reset on a daily basis and shall become due (as a charge against the Company) and be paid at the same time as the amount to which it relates is paid.
- 4.1.6 The Company may not distribute any profits in respect of any financial year in addition to those required to be distributed pursuant to article 4.1.1 unless and until, firstly, all arrears of the A Preference Dividend and secondly, all arrears of the B Preference Dividend have been paid in full.
- 4.1.7 Subject to Article 4.1.6, any profits which the Company may determine to distribute in respect of any financial year shall be applied as to any balance, amongst the holders of the Ordinary Shares.

- 4.1.8 The rates of the A Preference Dividend and the B Preference Dividend as stated in article 4.1.1 above have been fixed on the basis that in relation to the payment of such dividends the Company will not be required to make any deduction or withholding on account of taxation. If at any time and from time to time any such deduction or withholding is required to be made then, with effect from the date when such requirement arises, the rates of such Preference Dividends shall (unless the holders of not less than half the relevant class of Preference Share then in issue agree otherwise (in writing) at the relevant time) be increased to such extent as is necessary to procure and ensure that the holders of the relevant Preference Shares receive the same amount as that to which they were entitled prior to such requirement arising.

4.2 As regards redemption:

- 4.2.1 Subject to the Act, the Preference Shares shall be redeemed by the Company as follows:
- (a) upon the Company giving prior notice in writing to the holder of the relevant Preference Shares, at any time on or after 10 June 2001 but not later than 9 December 2004; or
 - (b) without notice, on 10 December 2004.
- 4.2.2 Where Preference Shares are to be redeemed by prior written notice given by the Company the notice to be given (the "**Redemption Notice**") shall specify the particular Preference Shares the subject of the notice and the date (which shall be in accordance with the provisions of the Act) fixed for their redemption.
- 4.2.3 Where the Company has given a Redemption Notice, the Company shall be entitled to withdraw it upon giving a further notice to that effect to the relevant holder of the Preference Shares at any time before the redemption takes place.
- 4.2.4 Where a Redemption Notice has been duly given and has not been withdrawn, or where Preference Shares are to be redeemed in accordance with paragraph 4.2.1(b) above, the Company shall, subject to having sufficient available profits or other monies which may be lawfully applied for such redemption, redeem in full the relevant number of Preference Shares on the date fixed for the redemption and pay to the holder of the relevant Preference Shares:
- (a) in respect of Redeemable A Preference Shares, an amount in Swiss Francs equal to the Swiss Franc Equivalent Amount; or
 - (b) in respect of Redeemable B Preference Shares, an amount in Yen equal to the Yen Equivalent Amount.

Where the amount of Sterling capital and premium paid exceeds the Swiss Franc Equivalent Amount, or the Yen Equivalent Amount (as appropriate), as translated into Sterling at the exchange rate prevailing at the date the redemption monies are due the relevant shareholder shall have no right to be paid the excess. Where the

Swiss Franc Equivalent Amount or the Yen Equivalent Amount (as appropriate), as translated into Sterling at the exchange rate prevailing at the date the redemption monies are due, exceeds the total amount of Sterling capital and premium paid up, that excess shall be a premium on redemption of the relevant Preference Shares over and above the return of capital and premium and all such redemption monies shall, subject to the Company having available profits or other monies which may be lawfully applied for such redemption, at that time become a debt due from and immediately payable by the Company to the holders of such Preference Shares. If and to the extent that the debt so constituted is not paid in full on the due date, the unpaid amount shall carry interest at an annual rate calculated of two per cent. (2%) above the one month LIBOR rate for Swiss Francs or Yen (as appropriate) as taken from the British Bankers Association 11.00 a.m. fixings and reset on a daily basis in respect of the period from and including the due date to and including the date of actual payment.

4.2.5 If the Company is unable, because of having insufficient available profits or other monies which may be lawfully applied for such redemption, to redeem in full the relevant number of Preference Shares on the date fixed for redemption, the Company shall redeem as many of such Preference Shares, redeeming first any Redeemable A Preference Shares and second any Redeemable B Preference Shares, as can lawfully and properly be redeemed and (unless the Redemption Notice is first withdrawn in respect of the remaining Preference Shares) the Company shall redeem the balance as soon as it is lawfully and properly able to do so.

4.2.6 On the date fixed for redemption, each of the holders of Preference Shares falling to be redeemed shall be bound to deliver to the Company, at the Company's registered office, the certificate(s) for such Preference Shares (or an indemnity, in a form reasonably satisfactory to the Board, in respect of any lost certificate(s)) in order that the same may be cancelled. Upon such delivery, the Company shall pay to the holder (or, in the case of any joint holders, to the holder whose name stands first in the Company's register of members in respect of such Preference Shares) the amount due to it in respect of such redemption against delivery of a proper receipt for the redemption monies.

4.3 As regards capital:

On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities (including any interest payable pursuant to article 4.1.5) shall be applied:

4.3.1 first, in paying to the holders of the Redeemable A Preference Shares in Swiss Francs an amount equal to all arrears and accruals of A Preference Dividends and any interest thereon to be calculated down to the payment date and to be payable irrespective of whether or not any profits have been made or earned by the Company;

- 4.3.2 second, in paying to the holders of the Redeemable B Preference Shares in Yen an amount equal to all arrears and accruals of B Preference Dividends and any interest thereon to be calculated down to the payment date and to be payable irrespective of whether or not any profits have been made or earned by the Company;
 - 4.3.3 third, in paying to the holders of the Redeemable A Preference Shares in Swiss Francs an amount equal to the Swiss Franc Equivalent Amount;
 - 4.3.4 fourth, in paying to the holders of the Redeemable B Preference Shares in Yen an amount equal to the Yen Equivalent Amount;
 - 4.3.5 fifth, in paying to the holders of the Ordinary Shares in Sterling an amount equal to the subscription price (inclusive of any premium);
 - 4.3.6 and, subject thereto, the balance of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares.
- 4.4 As regards voting:
- 4.4.1 Ordinary Shares shall confer on each holder thereof (in that capacity) the right to receive notice of and to attend, speak and vote (one vote per share) at all general meetings of the Company.
 - 4.4.2 Redeemable A Preference Shares shall confer on each holder thereof (in that capacity) the right to receive notice of and to attend and speak at all general meetings of the Company but shall not confer any right (in that capacity) to vote thereat unless:
 - (a) at the date of the meeting either all or any Redeemable A Preference Shares have become due for redemption under article 4.2 and shall not have been redeemed in full in accordance with article 4.2; or
 - (b) a resolution is to be proposed at such general meeting abrogating, varying or modifying any of the rights or privileges of the holders of the Redeemable A Preference Shares.
 - 4.4.3 Redeemable B Preference Shares shall confer on each holder thereof (in that capacity) the right to receive notice of and to attend and speak at all general meetings of the Company but shall not confer any right (in that capacity) to vote thereat unless:
 - (a) at the date of the meeting either all or any Redeemable B Preference Shares have become due for redemption under article 4.2 and shall not have been redeemed in full in accordance with article 4.2; or
 - (b) a resolution is to be proposed at such general meeting abrogating, varying or modifying any of the rights or privileges of the holders of the Redeemable B Preference Shares.

5. Class Rights

- 5.1 Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may only be varied or abrogated with the consent in writing of the holders of not less than seventy-five per cent. (75%) of the issued Shares of that class, either whilst the Company is a going concern or during or in contemplation of a winding up. Without prejudice to the generality of this article, the special rights attached to the Preference Shares shall be deemed to be varied:

5.1.1 by the Company or the Company's board of Directors, as appropriate:

- (a) varying in any way (whether directly or indirectly) the rights attached to any of the shares in the capital of the Company; or
- (b) applying by way of capitalisation any sum in or towards paying up any share or loan capital of the Company; or
- (c) entering into a contract or arrangement to purchase any of the Company's shares; or
- (d) redeeming any of the Company's shares; or
- (e) passing a resolution that the Company be wound up;

5.1.2 by the Company:

- (a) increasing, reducing, sub-dividing, consolidating or otherwise varying its authorised or issued share capital; or
- (b) granting any option or other right to subscribe for shares or securities convertible into shares in its capital; or
- (c) disposing of or acquiring any interest in any share in the capital of any company; or
- (d) calling a meeting to effect or approve any matter which would by virtue of this clause be a variation of the class rights of the Preference Shares.

6. Directors' power to allot shares

Subject to any direction to the contrary which may be given by the Company in general meeting, the Directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount.

7. Extent of directors' power to allot shares

The maximum nominal amount of share capital which the Directors may allot or otherwise dispose of in accordance with article 6 shall be the nominal amount of unissued share capital at the date of adoption of this article or such other amount as shall be authorised by the Company in general meeting.

8. Duration of directors' power to allot shares

The authority conferred on the Directors by articles 6 and 7 shall remain in force for a period of five years from the date of adoption of this article and thereafter provided this authority is renewed from time to time by the Company in general meeting in accordance with section 80 of the Act.

9. Disapplication of statutory pre-emption provisions

In accordance with section 91(1) of the Act, the provisions of sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the share capital of the Company (present and future).

10. Alteration of share capital

Subject to the provisions of the Act and as provided in article 6 of these Articles, the company may by special resolution reduce its share capital, any capital redemption reserve, any share premium account or other distributable reserve in any way.

LIEN

11. Company's lien

- 11.1 The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all monies owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such monies are presently payable or not. The Directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.
- 11.2 Subject to the provisions of the Act and these Articles, a forfeited share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the Directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person

the Directors may authorise some person to execute an instrument of transfer of the share to that person.

TRANSFER OF SHARES

12. Right to refuse registration

The Directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

13. Quorum

No business shall be transacted at any general meeting unless a quorum is present. Subject to article 14 no meeting of Members shall be quorate unless those Members present include (whether in person or by a duly authorised representative or a proxy) the holders of not less than fifty per cent. (50%) of the Ordinary Shares for the time being in issue.

14. Quorum if only a sole member

If and for so long as the Company has only one member, that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.

15. Procedure if a quorum is not present

If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such day and at such time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

16. Procedure if a single member company

16.1 If the membership of the Company falls to one member, or having had one member, increases to more than one member an appropriate statement of such event shall together with the date of that event be entered in the register of members in accordance with section 352A of the Act.

16.2 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this article shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act. Any decision taken by a member pursuant to this article

shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

- 16.3 If and for so long as the Company has only one member and that member is a director, the Company shall, except as to contracts in the ordinary course of the Company's business, comply with the obligation in section 322B of the Act to ensure that any contract between the Company and that member is in writing or set out in a memorandum in writing or is recorded in the minutes of the first meeting of the Directors following the making of that contract.

17. Signature by or on behalf of members

In the case of:

- 17.1 a member which is a corporation the signature of:

17.1.1 any director or the secretary of that corporation; or

17.1.2 any other person authorised in that behalf either generally or in a particular case by notice in writing to the Company in accordance with sub-paragraph 17.1.1 above; and,

- 17.2 a share registered in the name of joint holders, the signature of any one of such joint holders,

shall be deemed to be and shall be accepted as the signature of the member or members concerned for all purposes including the signature of any form of proxy, resolution in writing, notice or other document signed or approved pursuant to any provision of these Articles.

18. Right to demand a poll

A poll may be demanded at any general meeting by any member (or his proxy or, in the case of a corporation, his duly authorised representative) entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.

19. Resolution in writing

A resolution in writing such as is referred to in regulation 53 of Table A executed by or on behalf of a member may be evidenced by letter, telex, cable, electronic mail, facsimile or otherwise as the Directors may from time to time resolve.

20. Voting

- 20.1 On a show of hands or on a poll votes may be given either personally or by proxy and regulation 54 of Table A shall be construed accordingly. In the case of a member which is

a corporation, a director or the secretary shall be deemed to be a duly authorised representative of that corporation for the purposes of regulation 54 of Table A and for the purpose of agreeing to short notice of, or attending and voting at, any general meeting of the Company.

20.2 Subject to any rights or restrictions attached to any shares,

20.2.1 on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, (not being himself a member entitled to vote), and every person (not being entitled to vote in any other capacity) present as a proxy for a member or members shall have one vote; and

20.2.2 on a poll every member (or his proxy) shall have one vote for every share of which he (or the member by whom he was appointed) is the holder.

20.3 Regulation 59 of Table A shall be amended by the addition of the following:

"On a show of hands or a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion and a member entitled to more than one vote on a poll need not use all his votes or cast all his votes used in the same way. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll but shall not confer any further right to speak at the meeting except with the permission of the chairman of the meeting."

21. Proxies

An instrument appointing a proxy may, in the case of a corporation, be signed on its behalf by a director, the secretary or other officer thereof or by its duly appointed attorney or duly authorised representative. Regulation 60 of Table A shall be construed accordingly. The Directors may at their discretion treat a copy of a faxed or machine made instrument appointing a proxy as an instrument of proxy. Appointment of a proxy may be accepted by the Directors at any time prior to the meeting at which the person named in the instrument proposes to vote (or, where a poll is demanded at the meeting, but not taken forthwith, at any time prior to the taking of the poll). An instrument of proxy may be revoked at any time prior to the commencement of the meeting by notice of revocation given by such means as an instrument of proxy may be given under these Articles. Regulation 62 of Table A shall be construed accordingly.

NUMBER OF DIRECTORS

22. Number of directors

Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum and the minimum number of Directors shall be one.

ALTERNATE DIRECTORS

23. Appointment, removal and cessation

Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director shall cease to be an alternate director if his appointor ceases to be a director.

24. Powers of an alternate director

If his appointor is for the time being unavailable or temporarily unable to act through ill health or disability, the signature of an alternate director to any resolution in writing of the Directors shall be as effective as the signature of his appointor.

25. Alternate acting for more than one director

When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him (in addition to his own vote if he is himself a director) and when so acting shall be considered as two Directors for the purpose of making a quorum if the quorum exceeds two.

DELEGATION OF POWERS

26. Committees

The following sentences shall be inserted in place of the first sentence of regulation 72 of Table A:

"The Directors may delegate any of their powers to any Committee consisting of one or more persons. Any Committee shall have the power unless the Directors direct otherwise to co-opt as a member or as members of the Committee for any specific purpose any person or persons not being a director or Directors of the Company".

APPOINTMENT AND RETIREMENT OF DIRECTORS

27. No retirement by rotation

The Directors shall not be subject to retirement by rotation and accordingly the final two sentences of regulation 79 of Table A shall not apply to the Company.

28. Casual vacancy

The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.

29. Majority shareholders' right to appoint and remove directors

Any member or members holding a majority in nominal amount of the issued ordinary share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a corporate member signed by any director thereof or by any person so authorised by resolution of the Directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the Directors. Any such removal shall be without prejudice to any claim which a director may have under any contract between him and the Company.

30. Death of a sole member

In any case where as the result of the death of a sole member of the Company the Company has no members and no Directors, the personal representatives of such deceased member shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to article 28 of these Articles.

31. No age limit for directors

There shall be no age limit for Directors of the Company.

32. No directors' shareholding requirement

A director shall not be required to hold any qualification shares in the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

33. Disqualification

Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e) thereof the following provisions:

"(c) he becomes, in the opinion of all his co-Directors, incapable by reason of mental disorder of discharging his duties as a director; or"

"(e) he is otherwise duly removed from office."

REMUNERATION OF DIRECTORS

34. Ordinary remuneration and extra remuneration

Regulation 82 of Table A shall be amended by the addition of the following:

"Such remuneration shall be divided between the Directors in such proportion and manner as the Directors may unanimously determine or in default of such determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any director who, at the request of the Directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the Directors may determine."

35. Directors' expenses

The Directors (including alternate Directors) may be paid all travelling, hotel, and other expenses properly and reasonably incurred by them in connection with their attendance at meetings of Directors or Committees or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

PROCEEDINGS OF DIRECTORS

36. Notice to directors outside the United Kingdom

36.1 Regulation 88 of Table A shall be amended by substituting for the sentence:

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom."

the following sentence:

"Notice of every meeting of Directors shall be given to each director or his alternate director, including Directors and alternate Directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom."

The final sentence of regulation 66 of Table A shall accordingly not apply to the Company.

36.2 In determining whether the quorum requirements fixed by or in accordance with these Articles are fulfilled as regards the transaction of business at any meeting of the Directors or of a Committee, the following shall be counted in the quorum:

36.2.1 in the case of a resolution approved by a meeting of the Directors or of a Committee held by telephone communication, all Directors participating in such meeting;

36.2.2 in the case of a meeting of the Directors or of a Committee, the Directors actually present at such meeting and any other Director in telephone communication with such meeting; and

36.2.3 in the case of a meeting held by means of facsimile transmissions, all Directors participating in such meeting by that means.

References in this Article to a Director shall include references to an alternate director who at the relevant time is entitled to receive notice of and to attend a meeting of the Directors or, as the case may be, the relevant Committee.

37. Directors as corporations

Where a director is a corporation, a director, the secretary or other officer thereof shall be deemed to be a duly authorised representative of that corporation for the purposes of signing any written resolution of Directors of the Company.

38. Sole director

If and so long as the minimum number of Directors specified under these Articles is one, a sole director may exercise all the powers conferred on the Directors by these Articles, and shall do so by written resolution under his hand and, so long as there is such sole director, regulations 88 to 90 of Table A shall not apply to the Company and article 36 shall have no effect.

39. Resolution in writing

A resolution in writing such as is referred to in regulation 93 of Table A signed by any relevant director, alternate director or member of a Committee may be evidenced by letter, telex, cable, electronic mail, facsimile or otherwise as the Directors may from time to time resolve.

40. Participation at meetings by telephone

40.1 Directors (or their alternates) or other persons participating in the manner described in this article shall be deemed to be present in person and to be holding a meeting.

40.2 Any director (including an alternate director) or other person may participate in a meeting of the Directors or a Committee of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Resolutions and decisions of the kind normally made or taken at a physical meeting of the Directors or a Committee in accordance with these Articles can accordingly be so made or taken in circumstances where none or only some of the Directors or other persons are physically present with each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is.

41. Directors' interests

Subject to such disclosure as is required by section 317 of the Act a director shall be counted for the purposes of calculating whether there is a quorum and shall be entitled to vote at a meeting of Directors or of a Committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

42. Secretary

Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. If thought fit, two or more persons may be appointed as joint Secretaries. The Directors may also appoint from time to time on such terms as they think fit one or more assistant or deputy Secretaries.

THE SEAL

43. Sealing

43.1 If the Company has a seal it shall only be used with the authority of the Directors or of a Committee. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

43.2 The Directors or a Committee authorised to do so by the Directors may by telephone or telex communication or by facsimile reproduction authorise the secretary or any director to use the seal and the transmission of such authority shall constitute a determination in such a case that the secretary or the designated director above may sign any instrument to which the seal is to be affixed pursuant to that authority, and regulation 101 of Table A shall be modified accordingly.

44. Execution of a document as a deed

Where the Statutes so permit, any instrument signed by one director and the secretary or by two Directors and expressed to be executed by the Company shall have the same effect as if executed under the seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the Directors or of a committee authorised by the Directors in that behalf.

45. Official seal

In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place outside the United Kingdom.

DIVIDENDS

46. Payment of dividends

46.1 The payment by the Directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the Company as trustee in respect of such moneys. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the Directors so resolve, be forfeited and cease to remain owing by the Company.

46.2 The Directors may retain any dividend or other monies payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts or other liabilities in respect of which the lien exists.

NOTICES

47. Form of notice

Any notice required by these Articles to be given by the Company may be given by any written documentary form including by means of telex, cable, electronic mail or facsimile, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

INDEMNITY

48. Officers' indemnity

Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the actual or purported

execution of his duties or in the exercise or purported exercise of his powers or otherwise in connection with his office including, but without prejudice to the generality of the foregoing, any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or in connection with any application in which relief is granted to him by the Court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

49. Directors' power to purchase indemnity insurance

The Directors shall have power to purchase and maintain for any director, secretary, auditor or other officer of the Company insurance against any such liability as is referred to in section 310(1) of the Act.