

The London Power Company Limited

Company Number 2449611

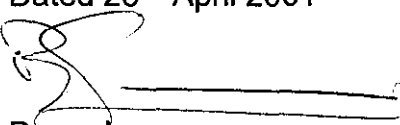
The Companies Acts 1985 and 1989

We, the undersigned, being the sole Member 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 Resolutions as Special Resolutions and agree that the said Resolutions shall, pursuant to the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Special Resolutions

1. That the Company be re-registered as a public Company as defined in section 1(3) of the Companies Act 1985.
2. That the Memorandum and Articles of Association be altered as follows:
 - (i) that the wording of the heading "Private Company Limited by Shares" be deleted and replaced by "Public Company Limited by Shares";
 - (ii) that the name of the Company be amended throughout by the deletion of "limited" or "ltd" and the insertion of "public limited company" or "plc".
 - (iii) that Article 2 shall be re-numbered as new Article 2.2;
 - (iv) that the wording "The Company is to be a public company" be inserted as a new Article numbered 2.1;
 - (v) that the wording in Article 10(a) be deleted and replaced by the following wording: "Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two."

Dated 25th April 2001


Bruno Lescoeur
Chairman

For and on behalf of
London Electricity Group plc

