

**THE COMPANIES ACTS**  
**NATIONAL GRID INTERNATIONAL LIMITED**  
(the "Company")  
**PRIVATE COMPANY LIMITED BY SHARES**

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**SOLE MEMBER'S DECISION PURSUANT  
TO SECTION 382B OF THE  
COMPANIES ACT 1985 (the "Act")**

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The following is a written record pursuant to section 382B of the Act of a decision of the sole member of the Company to pass two ordinary resolutions and one special resolution which have effect as if agreed by the Company in general meeting:

**ORDINARY RESOLUTION**

1. THAT the authorised share capital of the Company be increased from £29,400,100 divided into 100 ordinary shares of £1 each and 29,400,000 preference shares of £1 each to £229,400,100 by the creation of £200,000,000 ordinary shares of £1 each, such shares to have the rights and be subject to the restrictions set out in the Articles of Association of the Company.

**SPECIAL RESOLUTION**

2. THAT the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of £229,400,000 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 15 August 2005 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

**SPECIAL RESOLUTION**

3. THAT, the directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority conferred by resolution 2 as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £229,400,000 and shall expire on 15 August 2005 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 as if the power conferred hereby had not expired.

**Date: 16 August 2000**



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As authorised representative for and on  
behalf of **National Grid Five Limited**