

2571241

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

HUMBER POWER LIMITED

In accordance with regulation 53 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) (as incorporated in and modified by the Company's Articles of Association), we, being all the members of the Company who would, at the date of this resolution, have been entitled to vote upon it as if it had been proposed at a general meeting at which we were present, pass the following resolution as a special resolution.

SPECIAL RESOLUTION

"The Company's Articles of Association shall be amended as follows :

- (c) In Article 1.4 after the definition of "B Shares" the following definition shall be inserted :

"Class A Loan Stock" means the loan stock described as Class A Loan Stock in the Class A Loan Stock Instrument executed by the Company:"

- (d) In Article 3.3.1 after the words "the principal of", and in Article 3.3.2 after the words "in full of", the words "Class A Loan Stock or" shall be inserted.

- (c) In Article 3.3.1 the word "or" after the words "Class A1 Loan Stock" in the first line shall be deleted and replaced by the word "and".

Dated 2nd September 1998

Signed 

For and on behalf of ABB ENERGY VENTURES BV



Signed _____

For and on behalf of **MIDLANDS POWER (HPL) LIMITED**

Signed _____

For and on behalf of **IVO ENERGY LIMITED**

Signed _____

For and on behalf of **TOMEN POWER CORPORATION (UK) LIMITED**

Signed _____

For and on behalf of **BRITISH ENERGY PLC**

Signed _____

For and on behalf of **CHANTER PETROLEUM LIMITED**