

**MIDLANDS POWER (TPL) LIMITED**  
**(Company No 2579333)**

The undersigned, being all the members for the time being of the above named Company entitled to receive notice of and to attend and vote at General Meetings of the Company, HEREBY PASS the following resolutions as resolutions in writing and agree that such resolutions shall, pursuant to Regulation 53 of Table A as prescribed in the Companies (Tables A to F) Regulations 1985 (which Regulation is embodied in the Articles of Association of the Company) be as valid and effectual as if the same had been passed at a General Meeting of the Company duly convened and held.

**1 Accounts**

**IT WAS RESOLVED** that the Directors' Report and Accounts for the year ended 31 December 2003 now before the meeting be and are hereby received.

**2 Auditors**

**IT WAS RESOLVED** that PricewaterhouseCoopers LLP be and are hereby appointed auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that the directors be authorised to fix the auditors' remuneration.

**3 Elective Resolutions**

**IT WAS RESOLVED** that the Company hereby elects:-

3.11 to dispense with the laying of accounts and reports before the Company in general meeting, in accordance with Section 252 of the Companies Act 1985; and

3.12 to dispense with the holding of annual general meetings in accordance Section 366(A) of the Companies Act 1985.

Dated 16 April 2004



**Authorised Signatory of Midlands Power (UK) Limited**

<b>CERTIFIED AS A TRUE COPY OF THE ORIGINAL BY</b>	
Name of solicitor	<u>DANIEL P. O. WEATHERILL</u>
Signature	<u><i>D. Weatherill</i></u>
Date	<u>24.6.05</u>



ALL INFORMATION CONTAINED

HEREIN IS UNCLASSIFIED

DATE 10/1/80

BY 1043

REASON FOR

DECLASSIFICATION

DATE 10/1/80

BY 1043