

No. 2730697

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

POWERGEN COGENERATION LIMITED

Passed 25 June 1999

We, being the sole member of the Company entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the following resolution shall take effect as a Special Resolution pursuant to the requirements of Section 381A and Sections 155 to 158 Companies Act 1985:

SPECIAL RESOLUTION

THAT the financial assistance which it is proposed that the Company shall give to PowerGen CHP Limited, PowerGen UK plc and Yorkshire Electricity Group plc in connection with the acquisition of the issued share capital of PowerGen CoGeneration Limited particulars of which assistance are contained in the Statutory Declaration made on 25 June 1999 by the directors of the Company may be given.

Dated ..... 25 June 1999

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For and on behalf of  
PowerGen CHP Limited

