



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 2970302

The Registrar of Companies for England and Wales hereby certifies that
STATCO ONE LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 21st September 1994



N02970302A

M. Lewis
M.LEWIS

For the Registrar of Companies



C O M P A N I E S H O U S E

HC0075

Statutory Declaration of compliance with requirements on application for registration of a company

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

For official use



Name of company

* STATCO ONE LIMITED

* insert full
name of Company

X We, East Midlands Electricity Directors Limited
of 398 Coppice Road, Arnold, Nottingham

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~[Sole or engaged in the formation of the company]~~†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 398 Coppice Road

Declarant to sign below

Arnold

Nottingham

the 8th day of Sept

One thousand one hundred and Ninety Four

before me J. Jeremy George Mungo Campbell

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presenter's name address and
reference (if any):

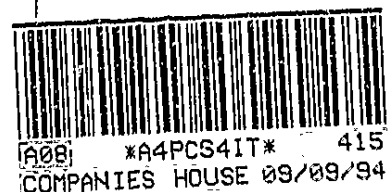
Julie Dawes
East Midlands Electricity plc
398 Coppice Road, Arnold,
Nottingham NG5 7HX

Tel: 0602 358151

For official Use

New Companies Section

Post room





COMPANIES HOUSE



10

**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

CN

For official use

STATCO ONE LIMITED

Registered office of the company on
incorporation.

RO

398 Coppice Road, Arnold, Nottingham

Post town

County/Region Nottinghamshire

Postcode NG5 7HX

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☒ X

Name Mr J G M Campbell, Company Secretary &
Solicitor

RA East Midlands Electricity plc

398 Coppice Road, Arnold

Post town Nottingham

County/Region Notts

Postcode NG5 7HX

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

Miss J V Dawes, Company Secretarial Manager

East Midlands Electricity plc, 398 Coppice Road,

Arnold, Nottingham

Postcode NG5 7HX

Telephone 0602 358151

Extension

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CS

East Midlands Electricity Secretaries Limited

AD 398 Coppice Road, Arnold, Nottingham

Post town

County/Region Nottinghamshire

Postcode NG5 7HX

Country England

I consent to act as secretary of the company named on page 1

Signed

J. Jones

Date 2 Sept 1994

CD

East Midlands Electricity Secretaries Limited

AD 398 Coppice Road, Arnold

Post town Nottingham

County/Region Nottinghamshire

Postcode NG5 7HX

Country England

DO

Nationality NA

OC

OD

I consent to act as director of the company named on page 1

Signed

A. Jones

Date 2 Sept 1994

Directors (continued)

(See pages 1-5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD**East Midlands Electricity Directors Limited****AD** 398 Coppice Road, Arnold

Post town Nottingham

County/Region Nottinghamshire

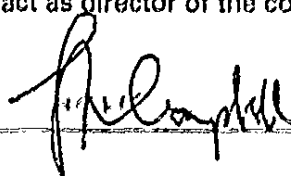
Postcode NG5 7HX

Country England

DONationality **NA****OC****OD**

I consent to act as director of the company named on page 1

Signed



Date

08/09/94

Delete if the form
is signed by the
subscriber.

Signature of agent on behalf of all subscribers

Date

08/09/94

Delete if the form
is signed by an
agent on behalf of
all the subscribers

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

2970302

No.

THE COMPANIES ACTS 1985 AND 1989



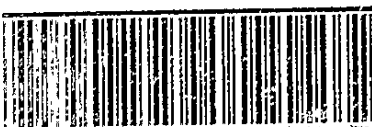
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

STATCO ONE LIMITED

1. The Company's name is "Statco One Limited".
2. The Company's registered office is in England and Wales.
3. The Company's objects are:-
 - (a) to carry on all or any of the businesses of generating, supplying, developing and using electricity the seeking, locating, constructing, determining and developing of potential markets and sites for such businesses, the development and provision of equipment, devices, appliances and accessories used in such businesses; to act as constructors, proprietors and operators of sites for the generation of energy; the businesses of designing, developing, producing, manufacturing and selling of instruments and equipment for use in such businesses, to provide any assistance or perform any services related to or apparently related directly or indirectly thereto, to hire and let on hire staff and personnel of every kind, to act as advisors on all matters relating to the planning, specification, selection, organisation, installation, maintenance and operation of sites producing such energy and on all other problems connected with the production and development of energy from alternative sources, to carry on any consultancy service and to research and develop energy; to store, distribute and supply electricity and other fuels and any substances of commodities obtained therefrom, and to supply and maintain plant, machinery, implements, vehicles,



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COMPANIES HOUSE 04/09/94

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vessels, tankers, containers, supplies and requisites of every description likely to be required for the purposes aforesaid of any other purpose; to carry on all or any of the businesses of proprietors and operators of workshops, stores and depots, mechanical, motor, electrical, gas and general engineers, manufacturers, importers and merchants of and dealers in engineering products and supplies of all kinds;

- (b) to carry on any other business or activity similar to any business or activity above authorised or which seems to be capable of being or can in the opinion of the directors conveniently or advantageously be carried on with or in connection or combined with of as ancillary or complementary to any business or activity of the Company or which may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's businesses, property of rights and to continue to carry on any business or activity which at the time when it commenced was authorised by this sub-clause;
- (c) to purchase, take on lease or in exchange, hire, apply for, register, take options over or otherwise acquire for the purpose of or in connection with any activity of the Company or by way of investment and to hold, protect, prolong, alter, repair and renew immovable and movable property, assets, rights and privileges of all kinds including without limitation any estate, interest or right in land, buildings, goods and chattels, licences, goodwill, contracts, concessions, patents, trade marks, designs, copyright, intellectual property, secrets, know-how, rights, securities and investments of any nature;
- (d) to sell, lease, let on hire, exchange, improve, extend, preserve, manage, develop, work, mortgage, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any of the property, assets, rights, privileges, businesses and undertakings of the Company for such consideration as the Company may think fit and to construct, alter, demolish, remove or execute any buildings, constructions or works on any land;
- (e) to enter into any transaction and exercise any power connected with the carrying on, control, financing or management of the Company's businesses activities and assets and the sale, provision or exploitation of its products, goods, services or experience and to raise or borrow money (whether or not immediately required), obtain credit or sources of finance of any kind, receive money on deposit, mortgage or charge all or part of its undertaking, uncalled capital (present or future), rights, property and assets, issue debentures or debenture or loan stock, obtain guarantees, make pledges, grant liens or enter into any other form of security;

- (f) to lend money or give credit with or without security to and (whether for consideration or otherwise) to undertake, or guarantee the obligations of any person, firm or company, including (without prejudice to the generality of the foregoing) any supplier or customer of the Company, any company which is the Company's holding company or a subsidiary of the Company's holding company or any subsidiary of the Company, or any company, firm or business in which the Company may be in any way interested and to enter into any form of security for any such guarantee or obligation;
- (g) to make, draw, accept, endorse, issue, discount, negotiate and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, orders for payment, commercial paper and other negotiable or mercantile instruments and to procure and pay the costs, charges and expenses of the doing of any such things by any other person;
- (h) to invest and deal with the monies of the Company not immediately required in or upon such investments or securities and in such manner as may from time to time be determined and to hold, transpose and deal with any investments or securities in any manner;
- (i) to acquire any other company, firm or business or the goodwill or assets of any business whether for cash or by the issue or transfer of shares, debentures, debenture stock or other securities whether of the Company or otherwise or in consideration of the Company undertaking any liabilities or in any other way or in any combination of ways and to take interests by way of shareholding or otherwise in any other company, enterprise or concern whether by way of trade or investment;
- (j) to carry out the functions of a group holding company (whether or not the Company is at the same time carrying on any other business), to control, finance and manage, and to provide managerial, secretarial, accounting, legal, insurance, administrative, technical, financial, commercial or any other services or facilities for or otherwise to assist any company or companies in which the Company may be interested and to make or enter into any arrangements which may seem desirable in respect of any such company or companies and to enter into any transaction or arrangement calculated to benefit any such company or companies which would have been authorised if calculated to benefit the Company;
- (k) to amalgamate with or to enter into any partnership or joint venture arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which may

seem capable of being conducted so as directly or indirectly to benefit the Company and to acquire and to hold, sell, deal with or dispose of shares, stock or securities of any such company, firm or person and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital on any shares, stock or securities of and to subsidise or otherwise assist any such company, firm or person;

- (l) to promote any other company which may seem directly or indirectly capable of benefiting the Company or for the purpose of acquiring the whole or any part of the business, property, assets or liabilities of the Company and to place, underwrite, subscribe or enter into any other transaction in relation to shares or securities of any such company;
- (m) to engage such directors, staff, employees, consultants, advisers and agents as may be required for the control or carrying on of the Company's business and to fix and regulate the terms of employment of and relations with such persons and to remunerate them whether by salary, fees, bonuses, pensions, insurance, benefits, the allotment of shares or other securities of the Company or otherwise as may be deemed expedient and to provide or establish, manage, act as trustee of and fund any trust, scheme, society, company or fund to provide benefits for or to the directors, employees and former directors and employees of the Company or any company which is the Company's holding company or a subsidiary of the Company or any company, firm or business in which the Company may be in any way interested and their spouses and dependants including in particular any pension funds or schemes, employee's share schemes, profit sharing schemes, employees' trusts, sports, educational or leisure facilities and training or retraining schemes;
- (n) to research into, develop or improve any invention, process or fields of knowledge capable directly or indirectly of benefiting the Company and to fund any such research, development or improvement by any other person or persons or education and training in any such fields of knowledge or education or training in skills or disciplines which may be useful to the Company or any company, firm or business in which the Company is interested;
- (o) to advertise and promote in any manner the public image of the Company or any of its businesses or activities, the sale, production or use of any goods, products or services supplied or dealt in by the Company or by any company, firm or business in which the company is interested, any securities of the Company or any other matter in which the Company may be interested;

- (p) to apply for, promote, oppose or object to any legislation, regulation, order, charter, decree, licence, registration, right, privilege or concession of or from any authority (international, supranational, governmental, local, judicial or otherwise) or of or from any public or private body or person as may seem calculated directly or indirectly to benefit the interests of the Company;
- (q) to support and contribute to in any manner any charity or charitable object or overseas body, organisation or purpose having the characteristics of a charity or any benevolent, public or social object or any trade association or association of employers or employees or (so far as shall be calculated directly or indirectly to benefit the interests of the Company) any political party or cause;
- (r) to insure for its own benefit or for the benefit of any other person against loss, damage, risks and liabilities of all kinds and (without prejudice to the generality of the foregoing) to purchase and maintain for officers of the Company or of any other company insurance against any liability which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty;
- (s) to pay all the costs, charges and expenses of and incidental to the promotion, incorporation and formation of the Company and the underwriting, placing, selling, listing or guaranteeing of any shares or securities of the Company or the raising of money for the Company or any other company in which the Company is or proposes to be interested;
- (t) to distribute any property of the Company among the members in cash, in specie or in any other manner;
- (u) to enter into contracts, transactions, arrangements and obligations of all kinds and to exercise all the powers of a company limited by shares under any of the Companies Acts of the United Kingdom and any other statute, law or regulation in any part of the world governing any of the operations or transactions of the Company;
- (v) to do all such other things as may be incidental or conducive to the attainment of the above objects or any of them and to enter into any transaction decided on by the directors for the time being of the Company;
- (w) to act as and to do all or any of the above things as principals, agents, trustees or otherwise and either alone or in conjunction or in partnership with others and either by or through agents, partners, sub-contractors, trustees or otherwise.

The objects set out in this clause shall not be restrictively construed but the widest interpretation shall be given to them and they shall not, except where expressly required, be in any way limited or restricted by reference to or inference from any other such object or objects or from the order in which they appear or from the name of the Company but shall be separate and independent objects and the Company shall have power to carry on each such object as if it were the principal object of the Company.

4. The liability of the members is limited.
5. The Company's authorised share capital is £1 000.00 divided into 1 000 shares of £1.00 each.

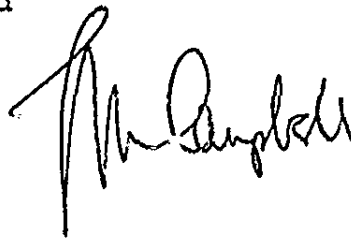
We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to the Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers

Number of Shares

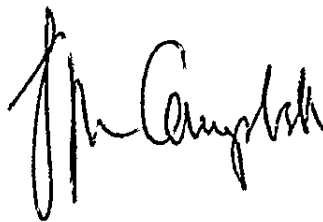
1. East Midlands Electricity
Directors Limited
398 Coppice Road
Arnold
Nottingham
NG5 7HX

One



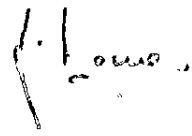
2. East Midlands Electricity
Secretaries Limited
398 Coppice Road
Arnold
Nottingham
NG5 7HX

One



Dated this 2nd day of September 1994

Witness to the above signatures:-



Julie Vivienne Dawes
398 Coppice Road
Arnold
Nottingham
NG5 7HX

No.

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF
STATCO ONE LIMITED

PRELIMINARY

1. Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations and articles.

INTERPRETATION

2. Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles.

SHARE CAPITAL

3. (a) The share capital of the company is £1 000 divided into 1 000 shares of £1 each of which 500 shares shall be designated "A" shares and 500 shares shall be designated as "B" shares. The "A" Shares and the "B" Shares shall (save as otherwise in these Articles expressly provided) rank pari passu in all respects.

(b) No shares may be allotted or issued without the prior

written consent of all members.

SHARE CERTIFICATES

4. Regulation 6 of Table A shall apply subject to the addition of the words "or otherwise executed by or on behalf of the Company" after the words "sealed with the seal" in the second sentence thereof.

TRANSFER OF SHARES

5. Save as may otherwise be agreed in writing by all members of the Company or as permitted in the Agreement dated made between Severn Trent Power Generation Limited, East Midlands Electricity Generation (Development) Limited, and the Company, (the Shareholders' Agreement), no share may be transferred except to a member and the Directors shall refuse to register any transfer of a share which does not accord with this Article.

TRANSMISSION OF SHARES

6. The Directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as a holder of the share and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been satisfied. Regulation 31 of Table A shall be modified accordingly.

NOTICE OF GENERAL MEETINGS

7. Regulation 38 of Table A shall apply subject to the omission of the words "or a resolution appointing a person as a Director", the addition of the words "in the case of special business" before the words "the general nature" in the penultimate paragraph thereof and the deletion of the last paragraph thereof. Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members and to the Directors.

PROCEEDINGS AT GENERAL MEETINGS

8. All business shall be deemed special that is transacted at an extraordinary general meeting, and all business that is transacted at an Annual General Meeting shall also be deemed special with the exception of :-
 - (i) the consideration of the reports of the Directors and Auditors, the accounts and balance sheet, and any other documents required to accompany or to be annexed thereto;
 - (ii) sanctioning and declaring dividends;

- (iii) the election of Directors to fill vacancies however they may have occurred;
 - (iv) the appointment of Auditors where special notice of such appointment is not required by the Act and the fixing of their remuneration;
 - (v) the giving, variation or renewal of any authority to the Board for the purpose of Section 80 of the Act.
9. No business shall be transacted at any meeting unless a quorum is present. A quorum shall be two persons one of whom shall be a holder or a duly authorised representative of a holder of "A" Shares and the other of whom shall be a holder or a duly authorised representative of a holder of "B" Shares. Regulation 40 of Table A shall not apply.
10. Regulation 41 of Table A shall apply.
11. Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said Regulation.

VOTES OF MEMBERS

12. The Chairman of the meeting shall not have a second or casting vote. Regulation 50 of Table A shall not apply.
13. Regulation 56 of Table A shall apply subject to the addition, after the word "exercised" in the second sentence of the said Regulation, of the following words:
- "or be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or the secretary at the place appointed for the holding of such meeting or adjourned meeting".
14. Regulation 62 of Table A shall apply subject to the following additions:
- (i) the addition, after the word "vote" in paragraph (a) of the said Regulation, of the words "or be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any Director or to the Secretary at the place appointed for the holding of such meeting or adjourned meeting"; and
 - (ii) the addition, after the words "taking of the poll" in paragraph (b) of the said Regulation and after the word "Director" in paragraph (c) of the said Regulation, of the words "or be delivered at any time before the time appointed for the taking of the poll to any Director or the Secretary at the place appointed for the taking of the poll".

NUMBER OF DIRECTORS

15. The number of Directors shall not exceed four.

ALTERNATE DIRECTORS

16. At the end of Regulation 66 of table A there shall be added the following:

"nor shall any meeting of Directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate Director if his appointor attends such meeting".

POWERS OF DIRECTORS

17. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and upon such conditions as they may think fit, and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The Directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

DELEGATION OF DIRECTORS' POWERS

18. Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it".

APPOINTMENT AND RETIREMENT OF DIRECTORS

19. (A) The holders of "A" Shares and the "B" Shares shall each be entitled to appoint two Directors at any time, to remove any person appointed by them and appoint another person in their place.
- (B) An appointment or removal of a Director under the powers conferred in this Article shall be made by instrument in writing signed on behalf of the relevant Shareholder and deposited at the Registered Office of the company.
20. Regulation 79 shall not apply. The Directors shall not have the power to appoint any person to be a Director.
21. No Director shall be required to retire or vacate his office nor shall any person be ineligible for appointment as a Director by reason of his having attained any particular age.
22. The Directors shall not be liable to retirement by

rotation. Regulations 73 to 75 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.

23. The office of a Director shall be vacated not only upon the happening of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to the Articles. Regulation 81 of Table A shall be modified accordingly.

REMUNERATION OF DIRECTORS

24. Regulation 82 of Table A shall not apply, the Directors shall not be entitled to any remuneration for acting in their capacity as Directors.

DIRECTORS' APPOINTMENTS AND INTERESTS

25. The penultimate sentence of Regulation 84 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

26. Save with the consent of all Shareholders, the quorum for the transaction of business by the Directors shall be two, one of whom shall be a person appointed by an "A" Shareholder and one of whom shall be appointed by a "B" Shareholder. The Chairman shall not have a casting vote. Regulation 88 of Table A shall be modified accordingly.

- 27(a) A resolution agreed upon by Directors (not being less than the number of Directors required to form a quorum of the Directors) shall be valid and effectual whether or not it shall be passed at a meeting of the Directors duly convened and held and if in writing, may consist of several documents in the like form each signed by one or more Directors.

(b) For the purposes of determining whether there exists a quorum necessary for the transaction of the business of the Directors, there shall be counted in the quorum (a) in the case of a resolution agreed by Directors in telephonic communication, all such Directors and (b) in the case of a meeting of Directors, in addition to the Directors present at the meeting, any Director in telephonic communication with such meeting.

28. Any Director or member of a committee of the Directors may participate in a meeting of the Directors of such committee by means of conference telephone or similar communications equipment whereby all persons meeting in this manner shall be deemed to constitute presence in person at such meeting.

29. Regulation 93 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "signed" wherever it occurs in the said Regulation.

30. Provided that (so far as applicable) he has complied with the provisions of Regulation 85 of Table A and section 317 of the Act, a Director shall be entitled to vote on any resolution in respect of any contract or proposed contract (within the meaning of the said section 317) in which he has, directly or indirectly, an interest or duty and shall be counted in the quorum present at a meeting in relation to any such resolution. Regulations 94 to 96 (inclusive) of Table A shall be modified accordingly.

ASSOCIATE DIRECTORS

31. The Directors may at any time and from time to time appoint any person to be an Associate Director having such title including the word "director" as the Directors may decide and may at any time remove any person so appointed. A person so appointed shall not be a Director of the Company and shall not be a member of the Board. Subject as aforesaid, the directors may define and limit the powers and duties of any Associate Directors.

INDEMNITY

32. Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the Directors, Alternate Directors, Auditors, Secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgement is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the court. Regulation 118 of Table A shall not apply.
33. The Directors shall have the power to purchase and maintain an insurance policy for any Director, officer or Auditor of the Company effecting cover against such liability as is referred to in Section 310(1) of Companies Act 1985.

COMPANY SEAL

34. The seal, if any, shall only be used with the authority of the directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by a Secretary or second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

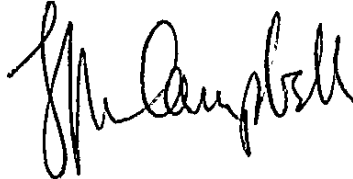
1. East Midlands Electricity
Directors Limited
398 Coppice Road
Arnold
Nottingham
NG5 7HX

One



2. East Midlands Electricity
Secretaries Limited
398 Coppice Road
Arnold
Nottingham
NG5 7HX

One



Dated this 2nd day of September 1994

Witness to the above signatures:-

Julie Vivienne Dawes
398 Coppice Road
Arnold
Nottingham
NG5 7HX

