

Company number: 2989838

## THE COMPANIES ACTS 1985 TO 1989

## PRIVATE COMPANY LIMITED BY SHARES

### SPECIAL RESOLUTIONS IN WRITING

OF

## INTERCONNECTOR (UK) LIMITED

We, the shareholders entitled to receive notice of and to attend and vote at general meetings of the Company, resolve upon the following written resolutions as special resolutions pursuant to article 53 of Table A (as incorporated into the articles of association of the Company) and declare that such resolutions shall be as valid as if they had been resolved at a general meeting of the Company duly convened and held.

### SPECIAL RESOLUTIONS

- "(1) THAT the authorised share capital of the Company be increased by the creation of 17,820,940 Deferred Shares of £1 each having the rights and being subject to the restrictions set out immediately below:
  - (a) On a winding-up the holders of the Deferred Shares in the capital of the Company shall be entitled out of the surplus assets of the Company to a return of the capital paid up on the Deferred Shares held by them after a total sum of £10,000,000,000 has been distributed in such winding-up in respect of the Ordinary Shares and Preference Shares of the Company;
  - (b) Save as provided in paragraph (a), the holders of the Deferred Shares shall not be entitled to any participation in the dividends, profits or surplus of the Company;
  - (c) The Deferred Shares shall not entitle the holders thereof to receive notice of or attend or vote at any general meeting of the Company by virtue or in respect of their holdings of such Deferred Shares.
- (2) THAT the final sentence of article 72 of the articles of association of the Company be deleted and replaced with the following sentence:

"A share premium account or a capital red --- profit and loss account which is not av-



- "A share premium account or a capital redemption reserve and any reserve or profit and loss account which is not available for distribution may, for the purposes of this Article, only be applied in paying up in full or in part unissued Shares to be allotted to members of the Company as fully or partly paid bonus Shares."
- (3) THAT pursuant to and in accordance with Section 80 of the Companies Act 1985 (the "Act") the Board be and is 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 £56,066,260;
- (4) THAT the sum of £17.82094p standing to the credit of the Revaluation Reserve in the books of account of the Company be capitalised and applied in paying up as to 0.0001 pence each 17,820,940 unissued Deferred Shares of £1 each to be allotted to existing ordinary shareholders of the Company by way of bonus issue as Deferred Shares of £1 each credited as partly paid as to 0.0001pence each as follows:

| Member  | Bonus Issue<br>(number of Deferred |      |
|---|------------------------------------|------|
| Amerada Hess Limited                          | 891,047                            |      |
| BG Energy Holdings Limited                    | 3,564,188                          |      |
| Conoco (UK) Limited                           | 1,782,094                          |      |
| Distrigaz SA                                  | 1,782,094                          |      |
| TotalFinaElf Gas and Power UK Limited         | 1,782,094                          |      |
| National Power Plc                            | 891,047                            |      |
| OAO Gazprom                                   | 1,782,094                          |      |
| Ruhrgas UK Exploration and Production Limited | 1,782,094                          | . 1  |
| Snam International Gas UK Limited SNAM INTER  | UNTIONAL BV 891,047                | Whim |
| BP Gas Marketing Limited                      | 1,782,094                          |      |
| BG North Sea Holdings Limited                 | 891,047                            |      |
|   | 17,820,940                         |      |

# (the "Bonus Issue");

(5) THAT subject to a clearance from the Inland Revenue being received, pursuant to section 707 of the Income and Corporation Taxes Act 1988, as amended in relation to the proposed capitalisations and subsequent capital reductions set out in these resolutions that the sum of £17,820,922.17906 be capitalised and applied in paying up in full the amounts remaining unpaid on each and every Deferred Share of £1 each in the capital of the Company; and

(6) THAT subject to and conditional upon resolution (3) above being approved and taking effect the share capital of the Company be reduced by cancelling and extinguishing each and every Deferred Share of £1 each in the capital of the Company.

| Signature:    | S.D.a.                      | ı                      | )      |
|---------------|-----------------------------|------------------------|--------|
| Print name:   | S.D. Rosel                  | Date: 21               | 9 2000 |
| duly authoris | sed for and on behalf of A  |                        | ı      |
| Print name:   |                             | Date:                  | 2000   |
| duly authori  | sed for and on behalf of B  | G Energy Holdings Limi | ited   |
|               |                             |                        |        |
| Signature:    |                             |                        |        |
| Print name:   |                             | Date:                  | 2000   |
| duly authori  | ised for and on behalf of C | Conoco (UK) Limited    |        |
|               |                             |                        |        |
| Signature:    |                             |                        |        |
| Print name:   |                             | Date:                  | 2000   |
| duly author   | ised for and on behalf of I | Distrigaz SA           |        |
| Signature:    |                             |                        |        |
| Print name:   |                             | Date:                  | 2000   |

duly authorised for and on behalf of TotalFinaElf Gas and Power UK Limited

| effect the share capita               | conditional upon resolution (3) all of the Company be reduced bed Share of £1 each in the capital | by cancelling and extinguishing |
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| Signature:                            |   | No.                             |
| Print name:                           | Date:   | 2000                            |
| duly authorised for and on Signature: | behalf of Amerada Hess Limite   | ed                              |
| Print name: S. V. Su                  | RRALL Date:   | 20/9/2000                       |
| duly authorised for and on            | behalf of BG Energy Holdings  | Limited                         |
|                                       |   |                                 |
| Signature:                            |   |                                 |
| Print name:                           | Date:   | 2000                            |
| duly authorised for and on            | behalf of Conoco (UK) Limited   | i                               |
|                                       |   |                                 |
| Signature:                            |   |                                 |
| Print name:                           | Date:   | 2000                            |
| duly authorised for and on            | behalf of Distrigaz SA  |                                 |
| Signature:                            |   |                                 |
| Print name:                           | Date:   | 2000                            |
| duly authorised for and on            | behalf of TotalFinaElf Gas and  | l Power UK Limited              |

|                            | the share capital of the Company and every Deferred Share of £1 each | · · · · · · · · · · · · · · · · · · · | <del>-</del> | guishing |
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| Signature:                 |  |                                       |              | e e      |
| Print name:                |  | Date:                                 | 2000         |          |
| duly authori<br>Signature: | ised for and on behalf of Amerada                                    | a Hess Limited                        |              |          |
| Print name:                |  | Date:                                 | 2000         |          |
| duly author                | ised for and on behalf of BG Ener                                    | rgy Holdings Lii                      | nited        |          |
|                            |  |                                       |              |          |
| Signature:                 | Muz.   |                                       |              |          |
| Print name:                | M. D. GRIFFITHS.   | Date: 20                              | 9/2000       |          |
| duly author                | ised for and on behalf of Conoco                                     | (UK) Limited                          |              |          |
|                            |  |                                       |              |          |
| Signature:                 |  |                                       | •            |          |
| Print name:                |  | Date:                                 | 2000         |          |
| duly author                | ised for and on behalf of Distriga                                   | z SA                                  |              |          |
| Signature:                 |  |                                       |              |          |
| Print name:                |  | Date:                                 | 2000         |          |

duly authorised for and on behalf of TotalFinaElf Gas and Power UK Limited

(6) THAT subject to and conditional upon resolution (3) above being approved and taking

| each and every Deferred Shar                    | re of £1 each in the capital of the | he Company.    | C, |
|---|-------------------------------------|----------------|----|
| Signature:                                      |                                     |                |    |
| Print name:                                     | Date:                               | 2000           |    |
| duly authorised for and on behalf<br>Signature: | f of Amerada Hess Limited           |                |    |
| Print name:                                     | Date:                               | 2000           |    |
| duly authorised for and on behalf               | f of BG Energy Holdings Lin         | nited          |    |
|   |                                     |                |    |
| Signature:                                      |                                     |                |    |
| Print name:                                     | Date:                               | 2000           |    |
| duly authorised for and on behalf               | f of Conoco (UK) Limited            |                |    |
| Signature:                                      |                                     | <del>-</del>   |    |
| Print name: A Argon and a                       | N. Pranter Date:                    | Fr \ 2000      |    |
| duly authorised for and on behal                | f of Distrigaz SA                   |                |    |
| Signature:                                      |                                     |                |    |
| Print name:                                     | Date:                               | 2000           |    |
| duly authorised for and on behal                | f of TotalFinaElf Gas and Pe        | wer UK Limited |    |

THAT subject to and conditional upon resolution (3) above being approved and taking effect the share capital of the Company be reduced by cancelling and extinguishing

(6)

| effect the share capital of the Company be each and every Deferred Share of £1 each in | e reduced by can  | celling and extinguishing |
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| Signature:   |                   | × .                       |
| Print name:  | Date:             | 2000                      |
| duly authorised for and on behalf of Amerada Signature:                                | Hess Limited      |                           |
| Print name:  | Date:             | 2000                      |
| duly authorised for and on behalf of BG Energ  | y Holdings Limite | ed                        |
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| Print name:  | Date:             | 2000                      |
| duly authorised for and on behalf of Conoco (U   | K) Limited        |                           |
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| Print name:  | Date:             | 2()()()                   |
| duly authorised for and on behalf of Distrigaz   | SA                |                           |
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duly authorised for and on behalf of TotalFinaElf Gas and Power UK Limited

(6) THAT subject to and conditional upon resolution (3) above being approved and taking

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| duly authorise | ed for and on behalf of OAC  | ) Gazprom  |                 |       |
|                |                              |  |                 |       |
| Signature:     |                              |  |                 |       |
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| duly authoris  | sed for and on behalf of BP  | Gas Marketing Limi   | ted             |       |

| Signature.                                   |                  |                   |       |
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| Print name:                                  | Date:            | 2000              |       |
| duly authorised for and on behalf of Nationa | l Power Plc      |                   |       |
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| Signature:                                   |                  |                   |       |
| Print name: REMTZOV                          | Date: 22         | QC*0000           |       |
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duly authorised for and on behalf of BP Gas Marketing Limited

| Signature:     |                                     |                  |       |
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| Signature:     | Neman                               |                  | ,     |
| Print name:    | Seman<br>DR.LI.NEUTTANN             | Date: 22/09      | /2000 |
|                | ed for and on behalf of Ruhrgas Ul  |                  |       |
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duly authorised for and on behalf of BP Gas Marketing Limited

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| Print name:                                      | Date:                  | 2000                       |
| duly authorised for and on behalf of Ruhrgas U   | K Exploration &        | Production Limited         |
|  |                        |                            |
| Signature:                                       | •                      |                            |
| Print name: SALVATORE RUSSO                      | Date: 22/9             | / 2000                     |
| duly authorised for and on behalf of Snam Inter  |                        |                            |
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| duly authorised for and on behalf of Ruhrgas U   | K Exploration &   | <b>Production Limited</b> |
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| Print name:  | Date:             | 2000                      |
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| duly authorised for and on behalf of Snam Inter  | rnational Limited |                           |
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| Signature: Persial Control   |                   |                           |
|  | ,                 |                           |
| Print name: D. J. Ma 746A  | Date: 19 / 9      | 2000                      |

duly authorised for and on behalf of BP Gas Marketing Limited

Signature:

Print name:

S. J. SURRAU

Date: 20 / 9 /2000

duly authorised for and on behalf of BG North Sea Holdings Limited