

Company No:- 3041643



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
THAMES VALLEY POWER LIMITED

At the Extraordinary General Meeting of the Company duly convened and held at 81-87 High Holborn, London WC1V at 8-40 pm on 31 March 1995 the following resolution, which was proposed as a Special Resolution, was duly passed.

SPECIAL RESOLUTION

THAT:

1. the nominal share capital of the Company comprising 2,000,000 Ordinary Shares of £1 each be re-designated as "A" Ordinary Shares and "B" Ordinary Shares respectively (subject to the rights and restrictions set out in the new Articles of Association of the Company described in part 4 of this Resolution) comprising 1,000,000 "A" Ordinary Shares of £1 each and 1,000,000 "B" Ordinary Shares of £1 each and that for such purposes, the shares in the capital of the Company originally subscribed by B Collett and B R Ally, respectively, shall be re-classified as an "A" Ordinary Share and a "B" Ordinary Share respectively;
2. the nominal capital of the Company be increased to £3,000,000 by the creation of 500,000 additional "A" Ordinary Shares of £1 each and 500,000 additional "B" Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares of each such class;
- 3.1 for the purposes of section 80 of the Companies Act 1985, the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in the said section) up to an aggregate nominal amount of £2,999,998, such authority to expire five years from the date of this resolution but to be capable of previous revocation or variation from time to time by the Company in General Meeting for a further period not exceeding five years; and
- 3.2 the Company may make any offer or agreement before the expiry of this authority that would or might require

relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired;

4. the regulations now produced to the Meeting and signed by the Chairman for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.



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Chairman

DATED 31 March 1995

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