

Company No. 3043097

**SEEBOARD Power Networks plc
(the "Company")**

**RESOLUTIONS PASSED AT AN EXTRAORDINARY GENERAL MEETING
HELD ON 25 OCTOBER 2001**

At an Extraordinary General Meeting of the Company duly convened and held at Forest Gate, Brighton Road, Crawley, on 25 October 2001 the following Resolutions were duly passed:-

ORDINARY RESOLUTION 1

That the elective resolution passed on 22 December 1997 dispensing with the holding of annual general meetings pursuant to section 366A of the Act be revoked.

ORDINARY RESOLUTION 2

That the elective resolution passed on 22 December 1997 dispensing with the laying of accounts and reports before the Company in General meeting pursuant to section 252 of the Act be revoked.

ORDINARY RESOLUTION 3

That the elective resolution passed on 22 December 1997 applying the provisions of section 80(A) of the act be revoked.

ORDINARY RESOLUTION 4

That the elective resolution passed on 9 April 2001 exempting the Company from appointing auditors be revoked.




ORDINARY RESOLUTION 5

THAT the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (as defined in that section) up to the balance of the unissued share capital to such persons at such times and upon such conditions as the directors may determine (subject to the Articles of Association of the Company) for a period of five (5) years from the date on which this resolution is passed, save that the Company may before the end of such period make offers or agreements which would or might require relevant securities to be allotted after the end of such period and the directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION 6

THAT the directors of the Company be and are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of such Act), pursuant to the authority conferred by the resolution above for cash as if section 89 (1) of such Act did not apply to any such allotments provided that this power shall expire at the end of the period of five (5) years from the date on which this resolution is passed, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

Dated this 25th day of October 2001


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M A NAGLE
Company Secretary