

SOUTH EASTERN POWER NETWORKS LIMITED
WRITTEN RESOLUTIONS: CIRCULATED ON 15 MARCH 2011

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to the sole member before signifying your agreement to the resolutions in this document

EXPLANATORY STATEMENT TO THE SOLE MEMBER

1. NATURE OF WRITTEN RESOLUTIONS

- 1 1 This document contains proposed written resolutions of South Eastern Power Networks Limited ("**Company**") for approval by you as the sole member of the Company. The Resolutions are proposed as special resolutions and each requires the sole member holding not less than 75 per cent of the total voting rights of members entitled to vote on the resolutions to vote in favour of them to be passed.
- 1 2 Amended articles of association for the Company which are supplied with these resolutions.

2. PERIOD TO APPROVE WRITTEN RESOLUTIONS

If the Company has not received the necessary level of member agreement to pass the resolutions by 12 April 2011 (being 28 days from the date the resolutions were first circulated to the sole member), the resolutions will lapse.

3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS:

Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by scanning your signed and dated document, attaching it to an email and sending it to mark.chivers@dlapiper.com

Once you have signified your agreement to the resolutions, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on 12 April 2011.

- 3 1 If you are signifying agreement to the resolutions on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on 12 April 2011.

4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SOUTH EASTERN POWER NETWORKS LIMITED

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company proposed as special resolutions as detailed below

SPECIAL RESOLUTIONS

That:

- (a) pursuant to section 90 of the Companies Act 2006 the Company be re-registered as a public company by the name of South Eastern Power Networks plc, and
- (b) the draft regulations attached and signed by a director for identification purposes be adopted as the articles of association of the Company to the exclusion of and in substitution for the existing articles of association of the Company (including all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are treated as provisions of the existing articles of association)

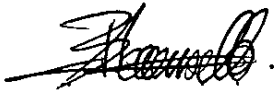
Circulation date: JS March 2011

Registered office: Newington House
237 Southwark Bridge Road
London
SE1 6NP

Agreement to written resolutions

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions

For corporate member

Name of corporate member	UK POWER NETWORKS HOLDINGS LIMITED <i>Block capitals please</i>	
Name and position of signatory	BASIL SCARSEWHA <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member		
		Dated 30 March 2011