

Number of Company: 3271974

THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
- of -
PRECIS (1484) LIMITED

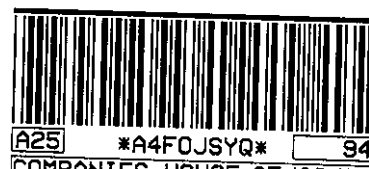
(passed on 4th February 1997)

At an Extraordinary General Meeting of the Company held at Exchange House, Primrose Street, London EC2A 2HS on 4th February 1997 the following resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT Clause 3 of the Memorandum of Association of the Company be amended by inserting the following sub-clauses and deleting the existing sub-clauses (1) to (26) accordingly:-

- (1) To act as trustee of any fund or of any trust for the provision of shares and other benefits for and in respect of any class or classes of persons who are or have been employed by Centrica plc or by any company which is or has been a UK subsidiary or UK associated company of Centrica plc and the widows, widowers, children or dependants of any such persons.
- (2) To act as trustee of any trust which is or has been established or which may be established or constituted in connection with the undertaking of Centrica plc or any company which is or has been a UK subsidiary or UK associated company of Centrica plc, and in particular for the provision of shares for and in respect of all or any persons who are or have been employed in any such undertaking or the widows, widowers, children or dependants of such persons, and in so acting to exercise all powers,



authorities and discretions as may from time to time be vested in the Company as a trustee of, or for the purposes of, any such trust.

- (3) To employ staff as may be required to undertake, perform and exercise any trusts, powers, agency business or office of confidence for the promotion of the objects of the Company.
- (4) To delegate such trusts, powers, agency, business or office of confidence to such persons as the Company may think necessary or convenient for the promotion of the objects of the Company.
- (5) To pay and discharge all or any expenses, costs and disbursements and to remunerate any person for services rendered or to be rendered for the promotion of the objects of the Company.
- (6) To act as executor, administrator, manager, agent or attorney of or for any corporation, company, body or person and generally to perform and exercise any trusts, powers, agency, business or office of confidence.
- (7) To purchase or acquire any shares of Centrica plc for the provision of benefits for and in respect of all or any persons who are or have been employed in the undertaking of Centrica plc or any company which is or has been a UK subsidiary or UK associated company of Centrica plc or the widows, widowers, children or dependants of such persons which the Company may think necessary or convenient for the promotion of its objects.
- (8) To sell or dispose of all or any of the shares in the undertaking of Centrica plc which it holds for the provision of benefits for and in respect of all or any persons who are or have been employed in the undertaking of Centrica plc or any company which is or has been a UK subsidiary or UK associated company of Centrica plc or the widows, widowers, children or dependants of such persons which the Company may think necessary, convenient or expedient, with a view to the promotion of its objects.
- (9) To undertake and execute any trusts which may lawfully be undertaken by the Company.

- (10) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.
- (11) To do all such things as aforesaid with or without remuneration.
- (12) The objects specified in each of the foregoing paragraphs of this Clause shall be separate and distinct objects of the Company and accordingly shall not in any way be limited or restricted (except so far as otherwise expressly stated in any paragraph) by reference to or inference from the terms of any other paragraph or the order in which the paragraphs occur or the name of the Company, and none of the paragraphs shall be deemed merely subsidiary or incidental to any other paragraph.



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CHAIRMAN

No. of Company 3271974

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM
AND ARTICLES
OF ASSOCIATION**

- of -

Centrica QUEST Limited

(As amended by two Special Resolutions
passed on 4th February 1997)

(Incorporated the 31st day of October 1996)

**Herbert Smith
Exchange House
Primrose Street
London EC2A 2HS**

THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
-of-
Centrica QUEST Limited

1. The Company's name is Centrica QUEST Limited. *
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (1) ** To act as trustee of any fund or of any trust for the provision of shares and other benefits for and in respect of any class or classes of persons who are or have been employed by Centrica plc or by any company which is or has been a UK subsidiary or UK associated company of Centrica plc and the widows, widowers, children or dependants of any such persons.
 - (2) To act as trustee of any trust which is or has been established or which may be established or constituted in connection with the undertaking of Centrica plc or any company which is or has been a UK subsidiary or UK associated company of Centrica plc, and in particular for the provision of shares for and in respect of all or any persons who are or have been employed in any such undertaking or the widows, widowers, children or dependants of such persons, and in so acting to exercise all powers, authorities and discretions as may from time to time be vested in the Company as a trustee of, or for the purposes of, any such trust.
 - (3) To employ staff as may be required to undertake, perform and exercise any trusts, powers, agency business or office of confidence for the promotion of the objects of the Company.
 - (4) To delegate such trusts, powers, agency, business or office of confidence to such persons as the Company may think necessary or convenient for the promotion of the objects of the Company.
- * By a Special Resolution of the Company passed on 4th February 1997 the name of the Company was changed from Precis (1484) Limited to Centrica QUEST Limited.
- ** As amended by a Special Resolution of the Company passed on 4th February 1997.

- (5) To pay and discharge all or any expenses, costs and disbursements and to remunerate any person for services rendered or to be rendered for the promotion of the objects of the Company.
- (6) To act as executor, administrator, manager, agent or attorney of or for any corporation, company, body or person and generally to perform and exercise any trusts, powers, agency, business or office of confidence.
- (7) To purchase or acquire any shares of Centrica plc for the provision of benefits for and in respect of all or any persons who are or have been employed in the undertaking of Centrica plc or any company which is or has been a UK subsidiary or UK associated company of Centrica plc or the widows, widowers, children or dependants of such persons which the Company may think necessary or convenient for the promotion of its objects.
- (8) To sell or dispose of all or any of the shares in the undertaking of Centrica plc which it holds for the provision of benefits for and in respect of all or any persons who are or have been employed in the undertaking of Centrica plc or any company which is or has been a UK subsidiary or UK associated company of Centrica plc or the widows, widowers, children or dependants of such persons which the Company may think necessary, convenient or expedient, with a view to the promotion of its objects.
- (9) To undertake and execute any trusts which may lawfully be undertaken by the Company.
- (10) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.
- (11) To do all such things as aforesaid with or without remuneration.
- (12) The objects specified in each of the foregoing paragraphs of this Clause shall be separate and distinct objects of the Company and accordingly shall not in any way be limited or restricted (except so far as otherwise expressly stated in any paragraph) by reference to or inference from the terms of any other paragraph or the order in which the paragraphs occur or the name of the Company, and none of the paragraphs shall be deemed merely subsidiary or incidental to any other paragraph.

AND IT IS HEREBY DECLARED that in this clause:-

- (A) unless the context otherwise requires, words in the singular include the plural and vice versa;
- (B) unless the context otherwise requires, a reference to a person includes a reference to a body corporate and to an unincorporated body of persons;
- (C) references to "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible;
- (D) a reference to anything which the Company thinks fit or desirable or considers or which may seem (whether to the Company or at large) expedient, conducive,

calculated or capable, or to any similar expression connoting opinion or perception, includes, in relation to any power exercisable by or matter within the responsibility of the directors of the Company, a reference to any such thing which the directors so think or consider or which may so seem to the directors or which is in the opinion or perception of the directors;

- (E) the expressions "subsidiary undertaking" and "parent company" have the same meaning as in section 258 of and Schedule 10A to the Companies Act 1985 or any statutory modification or re-enactment of it;
- (F) the objects specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and accordingly shall not be in any way limited or restricted (except so far as otherwise expressly stated in any paragraph) by reference to or inference from the terms of any other paragraph or the order in which the paragraphs occur or the name of the Company, and none of the paragraphs shall be deemed merely subsidiary or incidental to any other paragraph.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £100 divided into one hundred shares of £1 each.

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

Names and Addresses of Subscribers	Number of shares taken by each Subscriber
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- | | |
|---|-----|
| 1. John Dillon
1 Belsize Mews
Belsize Park
London NW3 5AT

Solicitor | One |
| 2. Clare Wilson
75 Ifield Road
London
SW10

Solicitor | One |

Total shares taken	Two
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Dated this 31st day of October 1996

Witness to the above signatures:-

June Pattinson
6a Maybrick Road
Hornchurch
Essex

Secretary