NATIONAL POWER DRAX LIMITED

Company Number: 3618559

The following Resolutions were passed by the Company on 17 September 1999:

"Pursuant to the authority given by the Company's Articles of Association, We the undersigned, being all the members for the time being of the Company, who at the date of these Resolutions are entitled to attend and vote at an Annual General Meeting of the Company, hereby **RESOLVE**:

ELECTIVE RESOLUTION

THAT it is hereby unanimously resolved as an Elective Resolution in accordance with Section 379A of the Companies Act 1985 ("the Act"):

- (i) THAT pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in General Meeting;
- (ii) THAT pursuant to Section 360 A of the Act, to dispense with the holding of Annual General Meetings; and
- (iii) THAT pursuant of Section 386 of the Act, to dispense with the obligation to appoint auditors annually.

SPECIAL RESOLUTION

"THAT the accounts for the financial year ending 31 March 1999 having been sent out in accordance with Section 238 of the Companies Act 1985, and the Company, having been dormant during that financial year, in accordance with Section 250 of the Companies Act 1985, resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and the obligation to appoint auditors."

A J Swanson Company Secretary

