

NATIONAL POWER (ENERGY CO.) LIMITED

(Company number: 3653277)

WRITTEN RESOLUTION OF ALL MEMBERS

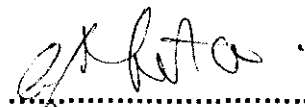
Pursuant to the Articles of Association of the Company, the following Resolutions were passed on 14 May 2000 by written resolution of all the members of NATIONAL POWER (ENERGY CO.) LIMITED, having a right to attend and vote at an annual general meeting of the Company:

ELECTIVE RESOLUTION

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

- (iv) THAT pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in General Meeting;
- (v) THAT pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings; and
- (vi) THAT pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.

Dated 26 July 2000



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Secretary
National Power (Energy Co.) Limited

