

No. 3679712

THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
ELECTIVE RESOLUTION
OF
TXU AUSTRALIA (LP) NO.2 LIMITED

We, the undersigned, being the sole Member for the time being of the above-named company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as ELECTIVE RESOLUTIONS and agree that the said resolutions shall, pursuant to Regulation 53 of Table A in the Companies (Tables A to F) Regulations 1985 (which regulation is embodied in the Articles of Association of the Company), for all purposes be as valid and as effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

ELECTIVE RESOLUTIONS

- (a) THAT:
- i. pursuant to Section 252 of the Companies Act 1985 (the "Act"), to dispense with the laying of accounts and reports before the Company in general meeting;
 - ii. pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings;
 - iii. pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
- (b) THAT while the election made by Resolution (a)(iii) remains in force, the remuneration of the auditors be fixed by the directors.

Dated this 2nd day of August 2000



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For and on behalf of
TXU International Holdings Limited

