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COMPANIES FORM No. 123

Notice of increase in nominal capital

123

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Please do not
write in
this margin

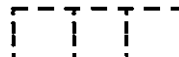
Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number



3679712

Name of company

* TU AUSTRALIA HOLDINGS NO.2 LIMITED

*insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 22 FEBRUARY 1999 the nominal capital of the company has been

increased by £ A\$500 MILLION beyond the registered capital of £ 100.

† the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. †

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows :

The new ordinary shares will have the benefit of and be subject to the rights
and restrictions as set out in the new Articles of Association and Memorandum
as adopted by special resolution of the company on 22nd February 1999.
Please refer to the attached resolution authorising the increase for further
details.

Please tick here if
continued overleaf



† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation † Director

Date 22.02.99

Presentor's name address and
reference (if any) :

For official Use
General Section



Notes

The address for companies registered in England and Wales or Wales is:

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ