

Written Resolution of the sole member of

INNOGY MARKET SOLUTIONS LIMITED

Company number 3696615

Pursuant to the authority given by the Company's Articles of Association, the following Resolutions were passed on 30 November 2001 by written resolution of all the members for the time being of Innogy Market Solutions Limited, who at the date of passing the Resolutions were entitled to attend and vote at a general meeting of the Company:

That:

SPECIAL RESOLUTION

- 1 With effect from 1 December 2001 the authorised ordinary share capital of the Company be increased from £1000 to £1,000,000 by the creation of 999,000 additional ordinary shares of £1 each. y
- 2 the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period ending on the date of the next Annual General Meeting or on 30 November 2001, whichever is the earlier, all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £999,000. 10

Dated 3 December 2001



**Secretary
Innogy Market Solutions Limited**

