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THE COMPANIES ACT 1985

COMPANY LIMITED BY  
SHARES



CERTIFICATE OF SPECIAL RESOLUTIONS

of

THE BOARD OF DIRECTORS OF E D F TRADING LIMITED PASSED ON  
25<sup>th</sup> SEPTEMBER 2002

I, **DAVID MACFARLANE**, Solicitor of the Supreme Court and Company Secretary of E D F Trading Limited ("the Company"), hereby confirm that:

AT a Meeting of the Board of directors of the above-named Company, duly convened, and held on 25<sup>th</sup> September 2002, the following Resolutions were passed:

**IT IS RESOLVED** that it is in the interests of the Company to enter into a transaction with Aquila Energy U.K. Holdings Limited for the purchase by the Company of the entire issued share capital of Aquila Energy Storage Limited, in or substantially in the terms of the final draft of the Share Sale & Purchase Agreement dated the 20<sup>th</sup> September 2002 ("SPA") and that the Company be authorised and empowered by the directors to negotiate the final version of the said SPA and that Francis Herve, David Macfarlane or John Rittenhouse each be severally authorised to sign and execute the SPA together with all or any documents required to complete the transactions proposed in the SPA and to do all acts and things in connection therewith arising out of or in connection with the said acquisition pursuant to the powers granted by this Resolution and the General Power of Attorney granted to each of them on 30<sup>th</sup> April 2002.

**IT WAS FURTHER RESOLVED** that prior to completion of the proposed acquisition of the shares of Aquila Energy Storage Limited the Company enter into a Letter of Intent with British Salt Limited in or substantially in the form laid before the meeting and that Francis Herve be authorised to sign such letter on behalf of the Company

**IT WAS FURTHER RESOLVED** that the name "Aquila Energy Storage Limited" be changed to "Energy Merchants Gas Storage (UK) Limited" upon completion of the acquisition and that David Macfarlane be authorised to sign the Members' Written Resolution and further that, upon resignation of the former directors, Francis Herve, David Macfarlane and John Rittenhouse be appointed as the directors of Energy Merchants Gas Storage (UK) Limited in their place.

*am* By: David Macfarlane  
Name: David Macfarlane  
Title: Company Secretary  
Date: 25<sup>th</sup> September 2002

Certified as a true copy of the original

Robert William Quick  
Solicitor **ROBERT WILLIAM QUICK**

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