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THE COMPANIES ACT 1985

COMPANY LIMITED BY
SHARES

SPECIAL RESOLUTIONS

of

LOUIS DREYFUS ELECTRICITY & GAS LIMITED

Passed 24th December, 1999

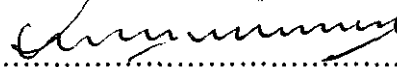


AT an Extraordinary General Meeting of the above-named Company, duly convened, and held on 24th December 1999, the following Resolutions were passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT the provisions of the Memorandum of Association of the Company be altered by substituting therefor the provisions set out in the print of the revised Memorandum of Association of the Company marked "A" now produced to the Meeting and for the purposes of identification signed by the Chairman thereof;
2. THAT the name of the Company be changed from "Louis Dreyfus Electricity & Gas Limited" to "E D F Trading Limited";
3. THAT the terms and conditions attaching to and forming the rights and obligations of the authorised share capital of the Company (500,000 Ordinary Shares of US\$ 1 (one) each, including for the avoidance of doubt, the 50,000 issued and fully paid Ordinary Shares of US\$ 1 (one) each), be amended with effect from the end of the Meeting such that each of the existing authorised (issued or unissued) Ordinary Shares in the capital of the Company at the date hereof be converted into, and redesignated as, one Deferred Share of US\$ 1 (one) each having attached thereto the rights, and being subject to the restrictions, set out in the revised Articles of Association of the Company a print of which marked "B" is now produced to the Meeting and for the purposes of identification signed by the Chairman;
4. THAT the above mentioned revised Articles of Association be approved and adopted by the Company in substitution for the existing Articles of Association;
5. THAT the authorised share capital of the Company be increased by the creation of 30,000,000 (thirty million) Ordinary Shares of 1 (one) Euro each and that the entirety of these shares be allotted at par fully paid so that 20,010,000 (twenty million and ten thousand) of such shares be designated "A" Ordinary Shares of 1 (one) Euro each and 9,990,000 (nine million nine hundred and ninety thousand) of such shares be

designated "B" Ordinary Shares of 1 (one) Euro each, in each case having attached thereto the rights, and being subject to the restrictions, set out in the above-mentioned revised Articles of Association. And further that the directors be unconditionally authorised pursuant to section 80 of the Companies Act 1985 to effect the aforesaid allotments.

A handwritten signature in cursive script, appearing to read 'D. J. ...', is written over a horizontal dotted line. A large, sweeping circular flourish is drawn to the left of the signature.

Secretary