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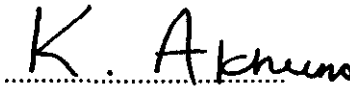
**NITROGEN LIMITED**  
**THE COMPANIES ACT 1985**  
**WRITTEN RESOLUTION**

(Passed on 29 March 2000)

We, the undersigned, being all the members of the Company who (at the date of this resolution) would be regarded for the purpose of section 381A of the Companies Act 1985 (the "Act") as entitled to attend and vote at a general meeting of the Company agree, pursuant to the articles of association of the Company, to the following written resolution (which resolution would otherwise be required to be passed as special resolution):-

**RESOLUTION**

THAT the Articles of Association of the Company be changed by adding a new Article to be numbered 24 as follows "Regulations 24 and 25 of Table A shall not apply to the Company".

  
.....  
for and on behalf of  
National Power PLC

