

Company number
3870728

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
24 SEVEN UTILITY SERVICES LTD

passed on *7th April*, 2000

By a written resolution dated *7th April*, 2000 the holders of all the issued share capital of the Company agreed to the following resolutions being passed:

1. the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot the following shares in the Company:
 - (a) the Company issue and allot to Eastern Electricity plc 1,000,000 new H Ordinary Shares of £1 each in the capital of the Company ranking pari passu in all respects with the existing H Ordinary Shares of £1 each in the capital of the Company at nominal value plus a premium of £14 per share in consideration for the transfer of assets pursuant to the Transfer Agreement between Eastern Electricity plc and the Company;
 - (b) the Company issue and allot to London Electricity plc 1,000,000 new I Ordinary Shares of £1 each in the capital of the Company ranking pari passu in all respects with the existing I Ordinary Shares of £1 each in the capital of the Company at nominal value plus a premium of £14 per share in consideration for the transfer of assets pursuant to the Transfer Agreement between London Electricity plc and the Company;
 - (c) the Company issue and allot to TXU Europe Group plc 100 H Preference Shares of £1 each in the capital of the Company; and
 - (d) the Company issue and allot to London Electricity Group plc 100 I Preference Shares of £1 each in the capital of the Company

at any time or times during the period from the date of the passing of this resolution up to and including 10th April, 2000 on which date the authority given by this resolution shall expire.

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~~Director~~ Secretary

