

Company Number 3929195

**The Companies Act 1985 and 1989  
Private Company Limited by Shares**

**Written Resolution**

**of**

**London Power Networks Limited**

Passed on Friday, 29<sup>th</sup> June 2001

In accordance with section 381 of the Companies Act 1985, we, the undersigned, being all the Members for the time being of the above named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolutions as Ordinary or Special Resolutions and agree that the said Resolutions shall, pursuant to the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

**Ordinary Resolutions**

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1. "That the capital of the Company be increased from £1,000 to £50,014 by the creation of 49,014 Ordinary shares of £1.00 each ranking *pari passu* in all respects with the existing Ordinary shares in the capital of the Company."
  2. "That the directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to *subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.*"



### **Special Resolutions**

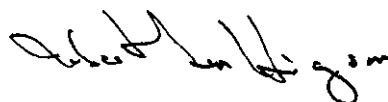
1. That the Company be re-registered as a public Company as defined in section 1(3) of the Companies Act 1985.
2. That the Memorandum and Articles of Association be altered as follows:
  - (i) such that the word "limited" would be replaced by "public limited company" or "plc";
  - (ii) that a new article 2 be split, such that a new Articles 2.1 be inserted with the wording "The Company is to be a public company";
  - (iii) that old Article 2 shall become new Article 2.2;
  - (iv) that the newly increased authorised share capital of "£50,014" be inserted to replace the old figure of "£1,000"; and
  - (v) that in Article 5.1.2 the minimum number of directors be increased from one to two and the final sentence be deleted.

Dated 29<sup>th</sup> June 2001



For and on behalf of

**London Electricity plc**



**Robert Ian Higson**