

**THE COMPANIES ACTS
NATIONAL GRID BRAZIL FINANCE
(the "Company")
PRIVATE UNLIMITED COMPANY HAVING A SHARE CAPITAL**


**SPECIAL RESOLUTION
IN WRITING**

In accordance with Article 14 of the Company's Articles of Association, we, being all the members of the Company who would, at the date of this resolution have been entitled to vote upon it if it had been proposed at a general meeting at which we were present **HEREBY RESOLVE** in writing as follows:

SPECIAL RESOLUTION

1. THAT the authorised share capital of the Company be increased from £100 to £100,000 by the creation of 99,900 ordinary shares of £1 each ranking pari passu in all respects to the existing ordinary shares of £1 each.
2. THAT the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of £100,000 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) five years after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Dated: 25 March 2002

 *M. O. Tanaka*

As authorised representative for and
on behalf of National Grid Holdings BV

As authorised representative for and
on behalf of National Grid Nominees Limited

