

**INTERNATIONAL POWER AUSTRALIA FUNDING (2)**  
**Company No. 4785583**

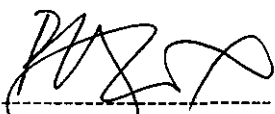
Written Resolution of all the Members of the Company

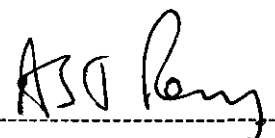
Pursuant to the authority given under the Company's Articles of Association, the undersigned, being all the members of the Company who are entitled to attend and vote at an annual general meeting of the Company at the date of these resolutions, HEREBY RESOLVE:

ELECTIVE RESOLUTIONS

1. THAT pursuant to section 252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting.
2. THAT pursuant to section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of Annual General Meetings.
3. THAT pursuant to section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually.

Dated: 19 June 2003

  
-----  
For and on behalf of  
International Power plc

  
-----  
A S J Ramsay

