

Gas Network Limited

Company No:
5213525

Passed:
30 August 2004





The Companies Acts 1985 and 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at Kempson House, Camomile Street, London, EC3A 7AN, England on Monday 30 August 2004 at the following first and second Resolutions were duly passed as Ordinary Resolutions and the following third Resolution was duly passed as a Special Resolution.

Resolutions

1. *"That the capital of the Company be increased from £550,000,000 to £550,000,001 by the creation of 1 Special shares of £1.00 each. The Special shares have the rights and restrictions as set out in the amended Articles of Association of the Company."*
2. *"That the directors be and they 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."*


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Chairman


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Date