

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

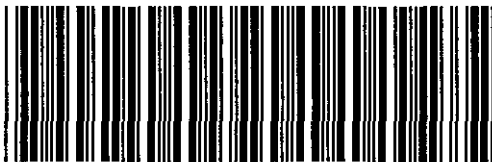
Company No. 5615669

The Registrar of Companies for England and Wales hereby certifies that

E.ON UK ENERGY SERVICES LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Cardiff, the 8th November 2005



N05615669P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Declaration on application for registration

• Please complete in typescript,
or in bold black capitals.

CHFP010.

Company Name in full

E.ON UK Energy Services Limited

I, Deborah Gandley

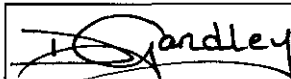
of 4 Foxcote Close, Shirley, Solihull, B90 4PR

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

† Please delete as appropriate

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature



Declared at Westwood Way, Westwood Business Park, Coventry, CV4 8LG

Day Month Year

on

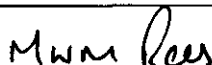
0 7 1 1 2 0 0 5

• Please print name

• before me

Michael Rees

Signed



Date

7 November 2005

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Deborah Gandley, E.ON UK plc, Westwood Way,

Westwood Business Park, Coventry, CV4 8LG

Tel 024 7642 5023

DX number

DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Please complete in typescript,
or in bold black capitals.

CHFP010.

Notes on completion appear on final page

Company Name in full

First directors and secretary and intended situation of registered office

E.ON UK Energy Services Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

Westwood Way
Westwood Business Park
Coventry
Postcode CV4 8LG

If the memorandum is delivered by an
agent for the subscriber(s) of the
memorandum mark the box opposite and
give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

<input type="checkbox"/>	

Please give the name, address, telephone
number and, if available, a DX number and
Exchange of the person Companies House
should contact if there is any query.

Deborah Gandle, E.ON UK plc, Westwood Way,
Westwood Business Park, Coventry, CV4 8LG
Tel 024 7642 5023
DX number DX exchange

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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



A19
COMPANIES HOUSE
08/11/2005

Company Secretary (See notes 1-5)

Company name E.ON UK Energy Services Limited

Name * Style / Title

* Honours etc

* Voluntary details.

Forename(s)

Surname

E.ON UK Secretaries Limited

Previous forename(s)

Previous surname(s)

Address

Westwood Way

Usual residential address

For a corporation, give
the registered or principal
office address.

Post town

Coventry

County / Region

West Midlands

Postcode

CV4 8LG

Country

England

I consent to act as secretary of the company named on page 1

Consent signature



Date

07-Nov-2005

Directors (see notes 1-5)

Please list directors in alphabetical order

ON BEHALF OF E.ON UK
SECRETARIES LIMITED

Name * Style / Title

* Honours etc

Forename(s)

Surname

E.ON UK Directors Limited

Previous forename(s)

Previous surname(s)

Address

Westwood Way

Usual residential address

For a corporation, give
the registered or principal
office address.

Post town

Coventry

County / Region

West Midlands

Postcode

CV4 8LG

Country

England

Day Month Year

Date of Birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature



Date

07-Nov-2005

ON BEHALF OF E.ON UK
DIRECTORS LIMITED

Directors (continued) (see notes 1-5)

Name	* Style / Title	<input type="text"/>	* Honours etc	<input type="text"/>
	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
Address	<input type="text"/>			
Usual residential address	<input type="text"/>			
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Date of Birth	<input type="text"/> Day <input type="text"/> Month <input type="text"/> Year	Nationality	<input type="text"/>
	Business occupation	<input type="text"/>		
	Other directorships	<input type="text"/>		
	<input type="text"/>			
	I consent to act as director of the company named on page 1			
Consent signature	<input type="text"/>	Date	<input type="text"/>	

This section must be signed by Either
an agent on behalf of all subscribers

Signed	<input type="text"/>	Date	<input type="text"/>
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Or the subscribers
(i.e. those who signed as members on the memorandum of association).

Signed	<input type="text" value="Giona Stark"/>	Date	<input type="text" value="07-Nov-2005"/>
Signed	<input type="text" value="ON BEHALF OF E.ON UK PLC"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES INCORPORATED IN ENGLAND

MEMORANDUM OF ASSOCIATION

of

E.ON UK ENERGY SERVICES LIMITED



1. The name of the Company is "E.ON UK Energy Services Limited".
2. The registered office of the Company is to be situated in England and Wales.
3. The objects for which the Company is established are:
 - (a) (i) To carry on the business of a holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in real or personal property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock, or other securities or obligations; to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with the Company, and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders; and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

- (ii) To manufacture, process, import, export, sell, deal in, market, advertise and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters, sellers, advertisers, advertising agents and storers of and dealers in any goods and other things.
 - (iii) To carry on any other trade or business whatever and to do anything of any nature which can in the opinion of the board of directors of the Company be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (b) To purchase or by any other means acquire and take options over, construct, develop or exploit any property real or personal, and any rights or privileges of any kind over or in respect of any such property.
- (c) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, inventions, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire and to carry on the business of an inventor, designer or research organisation.
- (d) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or real or personal property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (e) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, easements, servitudes, rights and privileges in respect of, or otherwise deal with or dispose of all or any part of the property, assets (present and future) and rights of the Company for any consideration, and in particular (without prejudice to the generality of the foregoing) for any securities or for a share of profit or a royalty or other periodical or deferred payment.
- (f) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or

otherwise deal with any investments made, and to carry on the business of a property or investment company.

- (g) To lend and advance money or give credit and financial accommodation on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure, indemnify or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid), and to carry on the business of a banking, finance or insurance company.
- (h) To borrow and raise money in any manner and to secure the repayment of any debt, obligation, money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (i) To draw, create, accept, endorse, discount, negotiate, execute, deal in and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments and securities.
- (j) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (k) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any

government or authority, municipal, local or otherwise, in any part of the world.

- (m) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (o) To sell or otherwise dispose of the whole or any part of the business or real or personal property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (p) To act as advisers, consultants, agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To distribute among the members and creditors of the Company in specie or kind any property of the Company of whatever nature.
- (s) To pay all or any costs, charges and expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any

company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company or to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the board of directors of the Company considers to have a moral claim on the Company, and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any director, officer or auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds, trusts or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (v) To procure the Company to be registered or recognised in any part of the world.
- (w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (x) To carry on any other business or activity and do anything of any nature which in the opinion of the board of directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members.
- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or

inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

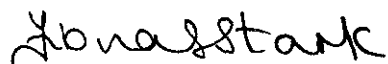
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
- (3) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 4. The liability of the members is limited.
- 5. The Company's share capital is £1,000 divided into 1,000 ordinary shares of £1 each.

WE, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and we agree to take the number and class of shares shown opposite our respective names.

Name and address of subscriber

Number and class of shares taken by the subscriber

For and on behalf of



E.ON UK plc
Westwood Way
Westwood Business Park
Coventry
CV4 8LG

One ordinary share of £1

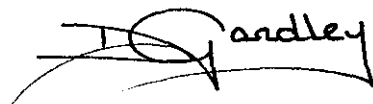
Total Shares Taken

One ordinary share of £1

Dated: 7 November 2005

Witness to the above signature:

Deborah Gandley
Westwood Way
Westwood Business Park
Coventry
CV4 8LG



THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

E.ON UK ENERGY SERVICES LIMITED

PRELIMINARY

- 1.(a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called *Table A*) shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the articles of association of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARE CAPITAL

2. The authorised share capital of the Company at the date of adoption of these Articles is £1,000 divided into 1,000 ordinary shares of £1 each.

ALLOTMENT OF SHARES

- 3.(a) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the directors who may (subject to Section 80 of the Act and to paragraphs (b) and (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) The directors are generally and unconditionally authorised, for the purposes of Section 80 of the Act, to exercise any power of the Company to allot, and grant rights to subscribe for or convert securities into, shares of the

Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation of the Company and the directors may, after that period, 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 within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

- (c) In accordance with Section 91(1) of the Act, the pre-emption provisions in Section 89(1) and the provisions of sub-sections 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

SHARES

- 4. The lien conferred by Regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.
- 5.(a) The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".
- (b) No call shall be made by the directors on any share or shares unless calls are made on all issued shares which are not fully paid-up in proportion to the amounts remaining unpaid on, or in respect of, such shares (whether in respect of nominal value or premium). Regulation 17 in Table A shall not apply to the Company.
- (c) Except as provided in Regulation 16 in Table A or as otherwise agreed by the Company on allotment of the share, no amount shall be accepted by the Company, or treated, as paid in respect of a share (whether in respect of nominal value or premium) unless such amount is paid pursuant to a call in respect of such share.
- 6. The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is fully paid or a share on which the Company has a lien. Regulation 24 in Table A shall not apply to the Company.

GENERAL MEETINGS AND RESOLUTIONS

- 7.(a) Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard

to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive need not be sent to the directors or the auditors for the time being of the Company (unless the law otherwise provides), and Regulation 38 of Table A shall be modified accordingly.

- (b) Regulation 38 of Table A shall be further modified by the deletion in the first sentence of the words "or a resolution appointing a person as a director".
- 8. The second sentence of Regulation 40 of Table A shall be deleted and replaced by the following: "One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum".
- 9.(a) If a quorum is not present within half an hour from the time appointed for a general meeting, the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.
- (b) Regulation 41 in Table A shall not apply to the Company.
- 10. A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote and Regulation 46 of Table A shall be modified accordingly.
- 11. Regulation 53 of Table A shall be modified by the addition at its end of the following sentence: "If such a resolution in writing is described as a special resolution or as an extraordinary resolution or as an elective resolution, it shall have effect accordingly."

VOTES OF MEMBERS

- 12. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any common form or in such other form as the directors may approve. It shall be deemed to confer authority to vote on any amendment of a resolution, put to the meeting, for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. Regulations 60 and 61 of Table A shall not apply to the Company.
- 13. Regulation 62 of Table A shall be modified by the deletion in paragraph (a) of the words "deposited at" and by the substitution for them of the words "left at or sent by post or by facsimile transmission to", by the substitution in paragraph (a) of the words "one hour" in place of "48 hours", by the deletion in paragraph (b) of the word "deposited" and by the substitution for

it of the words "left at or sent by post or by facsimile transmission" and by the substitution in paragraph (b) of the words "one hour" in place of "24 hours".

APPOINTMENT OF DIRECTORS

- 14.(a) Regulation 64 in Table A shall not apply to the Company and Regulation 65 of Table A shall be modified by the deletion of the words "approved by resolution of the directors and willing to act".
- (b) The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whensoever the minimum number of the directors shall be one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and Regulation 89 in Table A shall be modified accordingly.
- (c) An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director. Regulation 67 of Table A shall not apply to the Company.
- (d) The directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly.
- (e) The directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply to the Company.
- (f) The Company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- (g) The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of directors.
- (h) No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age.
- (i) Notwithstanding any other provision of these Articles, the immediate holding company for the time being of the Company (the *appointor*) may at any time and from time to time appoint any person who is willing to act to

be a director, either to fill a vacancy or as an additional director, and remove any director from office. Any appointment or removal of a director under this Article shall be by notice to the Company signed by or on behalf of the appointor. The notice may be:

- (i) delivered personally to the secretary or to a director other than the director being appointed or removed; or
- (ii) sent by post in a prepaid envelope addressed to the registered office of the Company or to another address designated by the directors for that purpose or by leaving it at the registered office or such other address; or
- (iii) sent by telex, facsimile or electronic mail to a number or address designated by the directors for that purpose.

The appointment or removal shall take effect when the notice is actually received by the Company (or the secretary or a director, as appropriate) or, if later, when deemed delivered in accordance with these Articles or, in either case, on such later date (if any) specified in the notice.

BORROWING POWERS

15. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

- 16.(a) An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.
- (b) A director, or any such other person as is mentioned in Regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

GRATUITIES AND PENSIONS

- 17.(a) The directors may exercise the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.
- (b) Regulation 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 18.(a) A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.
- (c) Any director or his alternate may validly participate in a meeting of the directors or a committee of directors through the medium of video and/or telephone conference or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the directors or a committee of the directors shall for the purposes of the Articles be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors notwithstanding that fewer than two directors or alternate directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
- (d) A resolution in writing signed by all the directors (or their alternates) entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly

convened and held and may consist of several documents in the like form each signed by one or more directors (or their alternates); but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

- (e) If and for so long as there is a sole director, he may exercise all the powers conferred on the directors by the Articles by resolution in writing signed by him, and Regulations 88, 89, 91 and 93 of Table A shall not apply.

THE SEAL

- 19.(a) If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director. The obligation under Regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.
- (b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

NOTICES

- 20.(a) Regulation 112 of Table A shall be modified by the deletion of the last sentence and the substitution therefor of the following: "Any member whose registered address is not within the United Kingdom shall be entitled to have notices given to him at that address."
- (b) Regulation 116 of Table A shall be modified by the deletion of the words "within the United Kingdom".

INDEMNITY

- 21.(a) Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

- (b) The directors shall have power to purchase and maintain for any director, officer or auditor of the Company, insurance against any such liability as is referred to in Section 310(1) of the Act.
- (c) Regulation 118 in Table A shall not apply to the Company.

Name and address of subscriber

Number of shares taken by
subscriber

For and on behalf of

Liana Stark.

E.ON UK plc
Westwood Way
Westwood Business Park
Coventry
CV4 8LG

One

Total shares taken

One

Dated: 7 November 2005

Witness to signature:

Deborah Gandle
Westwood Way
Westwood Business Park
Coventry
CV4 8LG

Deborah Gandle