

THE COMPANIES ACTS 1985 - 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

SCOTTISH NUCLEAR LIMITED

British Energy plc, being the sole member of the Company which at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES AS FOLLOWS:

SPECIAL RESOLUTION

THAT, subject to and upon completion of the acquisition of the entire issued ordinary share capital of Nuclear Electric Limited (registered number 3076445) by the Company, the articles of association of the Company be amended as follows:

- (a) In article 2(1) a new definition shall be included after the words "In these articles:" as follows: "BEG....means British Energy Generation Limited, formerly Nuclear Electric Limited, incorporated in England and Wales with registered number 3076445"
- (b) A new article 8(2) (d) shall be included as follows:

- "8(2)(d) (i) the amendment or removal or alteration of the effect of (which, for the avoidance of doubt, shall include the ratification of any breach of) the articles of association of BEG, if the effect would be to enable the board of directors of BEG to issue any shares (other than to the Company) without the consent in writing of the Special Shareholder;
- (ii) the giving by the Company of any consent or agreement to (including without limitation the casting of any vote in favour of) any issue of shares in BEG (other than to the Company);
- (iii) the disposal by the Company of all or any of the shares held by it in BEG or of any rights or interests therein or the entering into by the Company of any agreement or arrangement with respect to, or to the exercise of any rights attaching to, such shares.



For the purposes of this sub-paragraph (8)(2)(d) "disposal" shall include any sale, gift, mortgage, charge or the grant of any other encumbrance or the permitting of any encumbrance to subsist or any other alienation or disposition to a third party."

The written resolution takes effect as a special resolution

Signature:



For and on behalf of British Energy plc

Date:

21 December 1998