



003439/480

Company No:
1002607

Special Resolutions
of
British Nuclear Fuels plc

On the ²³ March 2005, the following resolutions in writing (such resolutions to have effect as special resolutions) were duly passed by all the members of the Company who were at the date thereof entitled to attend and vote at a general meeting of the Company pursuant to article 77 of the Company's articles of association:

1. That pursuant to the provisions of *section 53* of the Companies Act 1985, the Company, being a public limited company, be re-registered as a private company limited by shares with effect from 1 April 2005 and accordingly:
 - (a) the memorandum of association be altered with effect from 1 April 2005 by deleting the existing clauses 1 and 2 and substituting therefor the following clause to be numbered 1:
 - (a.1) '1. The Company's name is "British Nuclear Group Sellafield Limited"; and
 - (a.2) by renumbering the existing clauses 3, 4, 5 and 6 as 2, 3, 4 and 5 respectively; and
2. That the name of the Company be changed to "British Nuclear Group Sellafield Limited" with effect from 1 April 2005.
3. That the regulations set forth in the printed document identified as appendix 1 to this resolution be approved and be adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles thereof with effect from 1 April 2005.

Alvin J Shuttleworth
Company Secretary

Date: 23-03-05



Appendix 1

Company number: 1002607

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

BRITISH NUCLEAR GROUP SELLAFIELD LIMITED

(adopted by written resolution passed on 23 March 2005)

PRELIMINARY

1. 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) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles; and regulation 1 shall so apply as if references to "these regulations" included references to these articles. Accordingly, in these articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. Regulations 24, 57, 62, 64, 73 to 80 (inclusive), 94 to 96 (inclusive) 101 and 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

3. Regulation 23 in Table A shall apply to the Company as if the instrument of transfer of any share shown in the Memorandum of Association to have been taken by a subscriber to it need not be executed by or on behalf of the transferee, even where the share is not fully paid.
4. The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.

PROCEEDINGS AT GENERAL MEETINGS

5. Where the Company has only one member, regulation 40 in Table A shall apply to the Company as if reference to two persons were a reference to one and the word "each" were omitted.

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DELIVERY OF PROXIES

6. The appointment of a proxy and (if required by the directors) any authority under which the proxy is appointed or a copy of the authority, certified notarially or in some other manner approved by the directors, shall be deposited or received at the office (or at such other place or address, including an address for the purpose of receiving electronic communications, or delivered to such person, as may be specified or agreed by the directors) at or before the time for holding the meeting or adjourned meeting at which the person named in the appointment of proxy proposes to act or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, at or before the time appointed for the taking of the poll, and an appointment of proxy which is not so deposited, received or delivered shall be invalid.

DIRECTORS

7. Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one.

APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS

8. A member or members holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, signed by one of its directors on its behalf, and shall take effect on lodgement at the registered office.
9. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the act, may by ordinary resolution remove a director from office.
10. A person may be appointed as a director of the Company notwithstanding that such person may, at the time of appointment, be a director of British Nuclear Group Limited (company number 5245506) or any other Company that holds directly or indirectly a majority of the issued share capital of the Company.
11. The removal of a director under article 8 or article 9 shall be without prejudice to any claim the director may have for breach of any contract of service between him and the company.
12. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.

PROCEEDINGS OF DIRECTORS

13. A director who has duly declared his interest (so far as he is required to do so) shall not vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote

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shall not be counted; and whether or not he does, his presence at the meeting shall not be taken into account in calculating the quorum.

14. Where the Company has only one director, that director may exercise all the powers of the directors by regulation 70 in Table A or otherwise by virtue of these articles, notwithstanding any restriction in regulation 89 (as to quorum for the transaction of the business of directors) or regulation 90 (as to the purposes for which a sole continuing director may act).

ELECTRONIC COMMUNICATION BOARD MEETINGS

15. A meeting of the directors may be held between directors some or all of whom are in different places provided that each director who participates in the meeting is able to communicate with each of the other participating directors whether directly or by any form of electronic communication or a combination of such methods, such that each director is able:

15.1 to hear each of the other participating directors addressing the meeting; and

15.2 if he so wishes, to address each of the other participating directors simultaneously.

A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number and designation of directors required to form a quorum. A director shall be regarded for all purposes as being present in person if and for so long as those conditions are satisfied in respect of him. A meeting held in this way shall be deemed to take place at the place where a majority of the directors participating in the meeting is assembled or, in default of such a majority, at the place where the Chairman of the meeting is physically present.

SEAL

16.

16.1 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.

16.2 The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.

16.3 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.

INDEMNITY

17. Subject to the provisions of the Act, the Company may:

(A) indemnify any person who is or was a director, directly or indirectly (including by funding any expenditure incurred or to be incurred by him), against any loss or liability, whether in connection with any proven or alleged negligence, default,

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- breach of duty or breach of trust by him or otherwise, in relation to the Company or any associated company; and/or
- (B) purchase and maintain insurance for any person who is or was a director against any loss or liability or any expenditure he may incur, whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust by him or otherwise, in relation to the Company or any associated company.

For the purposes of this article no person appointed or employed by the Company as an auditor is an officer of the Company.