

Number of Company 2366995

THE COMPANIES ACT 1985

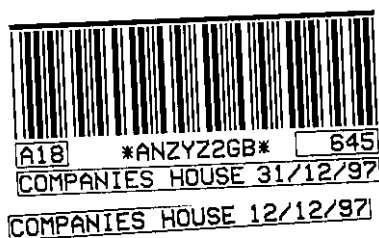
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION OF YORKSHIRE ELECTRICITY GROUP plc

At the Annual General Meeting of the Company held on 1 August 1996 the following Resolution was passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

THAT the Board be authorised in accordance with Article 4(b) of the Company's Articles of Association to allot relevant securities during the period commencing on the date hereof and ending at the conclusion of the next Annual General Meeting having an aggregate nominal value of not more than £36,083,331.



Resolutions 010896

Number of Company 2366995

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF YORKSHIRE ELECTRICITY GROUP plc

At the Annual General Meeting of the Company held on 1 August 1996 the following Resolution was passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT the Board be authorised in accordance with Article 4(c) of the Company's Articles of Association to allot equity securities for cash during the period ending at the conclusion of the next Annual General Meeting having, for the purposes of paragraph (ii) of Article 4(c), an aggregate nominal value of not more than £5,412,499.

Number of Company 2366995

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF YORKSHIRE ELECTRICITY GROUP plc

At the Annual General Meeting of the Company held on 1 August 1996 the following Resolution was passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT the Company be and is hereby authorised to purchase ordinary shares of 68 2/11p each in the capital of the Company by way of market purchase (as defined in Section 163(3) of the Companies Act 1985) upon and subject to the following conditions:-

- (a) the maximum aggregate number of ordinary shares of 68 2/11p each which may be purchased is 15,800,000;
- (b) the minimum price which may be paid for an ordinary share is 69p and the maximum price (exclusive of expenses) which may be paid is not more than 5 per cent above the average of the middle market quotations taken from the London Stock Exchange Daily Official List for the ten business days before the date on which the ordinary share is purchased;
- (c) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company provided that any contract for the purchase of any shares as aforesaid which was concluded before the expiry of the said authority may be executed wholly or partly after the said authority expires and all shares purchased in pursuance of this authority shall be cancelled immediately upon completion of the purchase and the amount of the Company's issued share capital (but not authorised share capital) shall be reduced by the nominal amount of the shares so purchased.

Number of Company 2366995

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTION OF THE BOARD OF DIRECTORS
OF YORKSHIRE ELECTRICITY GROUP plc

At the Board of Directors Meeting held on 30 May 1996 the following Resolution was passed:

CREST

IT WAS RESOLVED:

THAT

- (i) Pursuant to Regulation 16(2) of the Uncertificated Securities Regulations 1995 ("the Regulations")
 - (a) title to the ordinary shares of 68 2/11p each in the capital of the Company ("the Shares") in issue or to be issued, may be transferred by means of a relevant system (as defined in the Regulations);
 - (b) such relevant system shall include the relevant system of which CRESTCo Limited is to be the operator (as defined in the Regulations);
 - (c) the shares shall not include any shares referred to in Regulation 17; and
 - (d) this resolution ("the Resolution") shall become effective immediately prior to CRESTCo Limited granting permission for the shares to be transferred by means of the CREST system.

Number of Company 2366995

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF YORKSHIRE ELECTRICITY GROUP plc

At the Extraordinary General Meeting of the Company held on 19 January 1996 the following Resolution was passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT:

(1) subject to the satisfaction of the condition set out in paragraph (2) of this Resolution:

- (a) a dividend of 100p (net) per ordinary share of 56 9/11p in the capital of the Company be and is hereby declared in favour of shareholders on the register of members of the Company at the close of business on 19 January 1996;
- (b) each ordinary share of 56 9/11p in the capital of the Company ("existing ordinary share") be and is hereby sub-divided into and redesignated as 5 ordinary shares of 11 4/11p each in the capital of the Company ("intermediate ordinary shares");
- (c) in respect of each holding of existing ordinary shares at the close of business on 19 January 1996, every 6 of the intermediate ordinary shares arising as a result of the sub-division and redesignation referred to in paragraph (1)(b) of this Resolution ("Sub-division") be and are hereby consolidated into one new ordinary share of 68 2/11p in the capital of the Company ("new ordinary share"), PROVIDED THAT there shall be no consolidation of that part of any member's holding of intermediate ordinary shares which is not exactly divisible by 6 (any such unconsolidated shares being hereinafter referred to as "unconsolidated intermediate ordinary shares");
- (d) the directors of the Company be and are hereby authorised and directed to sell all of the unconsolidated intermediate ordinary shares to N M Rothschild & Sons Limited ("Rothschilds") on behalf of those members of the Company who hold such shares at a price of 120p per unconsolidated intermediate ordinary share and to distribute the proceeds of sale in due proportion among those members of the Company and that any director of the Company be 's hereby authorised to execute an instrument of transfer in t of such shares in favour of Rothschilds;

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF YORKSHIRE ELECTRICITY GROUP plc

At the Annual General Meeting of the Company held on 9 September 1992 the following Resolutions were passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

1. THAT the Directors be and are hereby empowered, pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94 of the Companies Act 1985) for cash, pursuant to the general authority conferred by Special Resolution passed at the Extraordinary General Meeting of the Company held on 20 November 1990, as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment, provided that this power shall be limited to:-
 - (a) the allotment of equity securities in connection with a rights issue in favour of the holders of ordinary shares where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held or deemed to be held by them, subject only to such exclusion or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or by virtue of shares being represented by depository receipts, the requirements of any regulatory body or stock exchange, or any other matter whatsoever; and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £5,181,635;

and shall expire on the date of the Annual General Meeting of the Company to be held in 1993 or 9 September 1993 (whichever shall first occur) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred had not expired.

2. THAT any securities of the Company may be converted into uncertificated form at such time as the Directors think fit and, where units of a security (existing or future) are at any time to be issued by the Company, they may be issued in such form rather than certificated form, should the Directors think fit.
3. THAT subject to the approval of the Board of Inland Revenue, the definition of 'Maximum Contribution' in Rule 1 of The Yorkshire Electricity Group Sharesave Scheme Rules be hereby altered by the deletion in sub-paragraph (A) of the amount '£150' and the substitution thereof '£250'.

Number of Company 2366995

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF YORKSHIRE ELECTRICITY GROUP plc

At a separate meeting of Ordinary Shareholders on 9 September 1992 the following Resolution was passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT this Meeting hereby authorises the conversion into uncertificated form of the ordinary shares (existing or future) of 50p each in the capital of the Company at such time as the Directors think fit.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF YORKSHIRE ELECTRICITY GROUP plc

At the Annual General Meeting of the Company held on 16 September 1991 the following Resolution was passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT the Directors be and are hereby empowered, pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94 of the Companies Act 1985) for cash, pursuant to the general authority conferred by Special Resolution passed at the Extraordinary General Meeting of the Company held on 20 November 1990, as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment, provided that this power shall be limited:-

- (a) to the allotment of equity securities in connection with a rights issue in favour of the holders of ordinary shares where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held or deemed to be held by them, subject only to such exclusion or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or by virtue of shares being represented by depository receipts, the requirements of any regulatory body or stock exchange, or any other matter whatsoever; and
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £5,181,000;

and shall expire on the date of the Annual General Meeting of the Company to be held in 1992 or 16 September 1992 (whichever shall first occur) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred had not expired.

Number of Company 2366995

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION OF YORKSHIRE ELECTRICITY GROUP plc

At the Annual General Meeting of the Company held on 1 August 1995 the following Resolution was passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

THAT the Board be authorised in accordance with Article 4(b) of the Company's Articles of Association to allot relevant securities during the period commencing on the date hereof and ending at the conclusion of the next Annual General Meeting having an aggregate nominal value of not more than £34,838,515.

Number of Company 2366995

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF YORKSHIRE ELECTRICITY GROUP plc

At the Annual General Meeting of the Company held on 1 August 1995 the following Resolution was passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT the Board be authorised in accordance with Article 4(c) of the Company's Articles of Association to allot equity securities for cash during the period ending at the conclusion of the next Annual General Meeting having, for the purposes of paragraph (ii) of Article 4(c), an aggregate nominal value of not more than £5,225,777.

Number of Company 2366995

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF YORKSHIRE ELECTRICITY GROUP plc

At the Annual General Meeting of the Company held on 1 August 1995 the following Resolution was passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT the Company be and is hereby authorised to purchase ordinary shares of 56 9/11p each in the capital of the Company by way of market purchase (as defined in Section 163 (3) of the Companies Act 1985) upon and subject to the following conditions:-

- (a) the maximum aggregate number of ordinary shares of 56 9/11p each which may be purchased is 18,000,000;
- (b) the minimum price which may be paid for an ordinary share is 57p and the maximum price (exclusive of expenses) which may be paid is not more than 5 per cent above the average of the middle market quotations taken from the London Stock Exchange Daily Official List for the ten business days before the date on which the ordinary share is purchased;
- (c) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company provided that any contract for the purchase of any shares as aforesaid which was concluded before the expiry of the said authority may be executed wholly or partly after the said authority expires and that all shares so purchased in pursuance of this authority shall be cancelled immediately upon completion of the purchase and the amount of the Company's issued share capital (but not authorised share capital) shall be reduced by the nominal amount of the shares so purchased.

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF YORKSHIRE ELECTRICITY GROUP plc

At the Extraordinary General Meeting of the Company held on 13 January 1995 the following was passed as a special resolution of the Company:-

SPECIAL RESOLUTION

THAT

- (1) subject to the satisfaction of the condition set out in paragraph (2) of this Resolution:
 - (a) a dividend of 90p (net) per ordinary share of 50p in the capital of the Company be and is hereby declared in favour of shareholders on the register of members of the Company at the close of business on 15 December 1994;
 - (b) each ordinary share of 50p in the capital of the Company ("existing ordinary share") be and is hereby sub-divided into and redesignated as 22 ordinary shares of 2 3/11p each in the capital of the Company ("intermediate ordinary shares");
 - (c) in respect of each holding of existing ordinary shares at the close of business on 13 January 1995, every 25 of the intermediate ordinary shares arising as a result of the sub-division and redesignation referred to in paragraph (1)(b) of this Resolution ("Sub-division") be and are hereby consolidated into one new ordinary share of 56 9/11p in the capital of the Company ("new ordinary share"), PROVIDED THAT there shall be no consolidation of that part of any member's holding of intermediate ordinary shares which is not exactly divisible by 25 (any such unconsolidated shares being hereinafter referred to as "unconsolidated intermediate ordinary shares");
 - (d) the directors of the Company be and are hereby authorised and directed to sell all of the unconsolidated intermediate ordinary shares to N M Rothschild & Sons Limited ("Rothschilds") on behalf of those members of the Company who hold such shares at a price of 30p per unconsolidated intermediate ordinary share and to distribute the proceeds of sale in due proportion among those members of the Company and that any director of the Company be and is hereby authorised to execute an instrument of transfer in respect of such share in favour of Rothschilds;
 - (e) the terms of a proposed contract between (1) Rothschilds and (2) the Company providing for the purchase by the Company of all of the unconsolidated intermediate ordinary shares (a draft of which has been produced to this meeting and signed for identification by the Chairman thereof) be and are hereby approved and authorised for the purposes of section 164 of the Companies Act 1985 and otherwise but so that such approval and authority shall expire on 31 December 1995;

- (f) every 25 of the authorised but unissued intermediate ordinary shares arising as a result of the Sub-division and the purchase by the Company of the unconsolidated intermediate ordinary shares referred to in paragraph 1(e) of this Resolution be and are hereby consolidated into one new ordinary share;
- (g) the Company be and is hereby authorised to purchase new ordinary shares by way of market purchase (as defined in section 163(3) of the Companies Act 1985) upon and subject to the following conditions:
 - (i) the maximum aggregate number of new ordinary shares which may be purchased is 18,000,000;
 - (ii) the minimum price which may be paid for a new ordinary share is 57p and the maximum price (exclusive of expenses) which may be paid is not more than five per cent above the average of the middle market quotations taken from the London Stock Exchange Daily Official List for the ten business days before the date on which the new ordinary share is purchased; and
 - (iii) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company provided that any contract for the purchase of any shares as aforesaid which was concluded before the expiry of the said authority may be executed wholly or partly after the said authority expires and that all shares so purchased in pursuance of this authority shall be cancelled immediately upon completion of the purchase and the amount of the Company's issued share capital (but not authorised share capital) shall be reduced by the nominal amount of the shares so purchased; and
- (2) the provisions of paragraph (1) of this Resolution are conditional upon admission of the new ordinary shares to the Official List of The International Stock Exchange of the United Kingdom and the Republic of Ireland Limited ("London Stock Exchange") becoming effective in accordance with the listing rules of the London Stock Exchange.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION OF YORKSHIRE ELECTRICITY GROUP plc

At the Annual General Meeting of the Company held on 3 August 1994 the following Resolution was passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

1. THAT the Company be and is hereby authorised to purchase Ordinary Shares of 50p each in the capital of the Company by way of market purchase (as defined in Section 163(3) of the Companies Act 1985) upon and subject to the following conditions:-
 - (a) the maximum aggregate number of Ordinary shares of 50p each which may be purchased is 20,000,000;
 - (b) the minimum price which may be paid for an Ordinary Share is 50p and the maximum price (exclusive of expenses) which may be paid is not more than five per cent above the average of the middle market quotations taken from the London Stock Exchange Daily Official List for the ten business days before the date on which the Ordinary share is purchased;
 - (c) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company provided that any contract for the purchase of any shares as aforesaid which was concluded before the expiry of the said authority may be executed wholly or partly after the said authority expires and that all shares so purchased in pursuance of this authority shall be cancelled immediately upon completion of the purchase and the amount of the Company's issued share capital (but not authorised share capital) shall be reduced by the nominal amount of the shares so purchased.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF YORKSHIRE ELECTRICITY GROUP plc

At the Annual General Meeting of the Company held on 3 August 1994 the following Resolution was passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

1. THAT the Directors be and are hereby empowered, pursuant to Section 95 of the Companies Act 1985, to allot equity securities (as defined in Section 94 of the Companies Act 1985), for cash, pursuant to the general authority conferred by Special Resolution passed at the Extraordinary General Meeting of the Company held on 20 November 1990, as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment, provided that this power shall be limited to:-
 - (a) the allotment of equity securities in connection with a rights issue, open offer or any other pre-emptive offer in favour of the holders of ordinary shares where the equity securities respectively attributable to the interests of the Ordinary Shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held or deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or by virtue of shares being represented by depository receipts, the requirements of any regulatory body or stock exchange, or any other matter whatsoever; and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £5,209,530;

and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 1995 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred had not expired.