

**Written Resolution of Members in Lieu of Meeting pursuant to
Companies Act 1985, s381A**

Company Number: 3653277

The Companies Acts 1985 to 1989

Private Company Limited by Shares

Written Resolution of Npower Limited

Ordinary Resolution

I, the undersigned, being the sole member of the company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company HEREBY PASS the following resolution as an ordinary resolution and agree that the said resolution shall, for all purposes, be as valid and effective as if the same had been passed by us all at a general meeting of the company duly convened and held:

It is resolved:

THAT PricewaterhouseCoopers LLP be appointed as auditors of the Company in place of the retiring auditors PricewaterhouseCoopers and that the directors of the company be authorised to fix their remuneration.

Dated: 21st March 2003



.....
on behalf of
Innogy plc

