

Special Resolution of the Company passed at the Annual General Meeting of  
Yorkshire Electricity Group plc held on Tuesday 1 August 1995

THAT:

(1) the authorised share capital of the Company be diminished from £150,000,001 to £150,000,000 by the cancellation of the one unissued share of £1 in the capital of the Company; and

(2) the Articles of Association of the Company be amended as follows:

A Article 1 be amended by deleting the words "the Special Share" and "the Special Shareholder" and the associated definitions.

B Article 1 (7) be amended by deleting the words "and paragraph (1) of Article 40".

C By deleting Article 3 and substituting the following new Article 3:-

"3. The share capital of the Company is £150,000,000 divided into 264,000,000 ordinary shares of 56 9/11p each."

D By deleting Article 10.

E By deleting paragraphs (1), (2) and (4) to (18) inclusive in Article 40.

F By deleting the words "In this article" in paragraph (3) of Article 40 and substituting the following words:-

"The following additional definitions shall apply:-"

I hereby certify that the above Resolution, passed at the Annual General Meeting of Yorkshire Electricity Group plc held on Tuesday 1 August 1995, is a true copy.

  
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**R DICKINSON**  
Group Company Secretary and Solicitor

