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CHFP025

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COMPANIES FORM No. 155(6)a

Declaration in relation to
assistance for the acquisition
of shares

155(6)a

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

[] [] [] [] [] [] [] [] [] []

02622406

Note
Please read the notes
on page 3 before
completing this form.

Name of company

* EDF (UK) LIMITED

* insert full name
of company

or insert name(s) and
address(es) of all
the directors

I/We **LOIC CAPERAN, 1 Bis Cite des Fleurs, Paris 75017, JACQUES MARIE CHAUVIN, 32 Rue Saint-Louis, Versailles, 78000 France, YANNICK D'ESCATHA, 145 Rue de Longchamp, Paris, France 75016, MICHEL FRANCONY, 50 Rue de Montval, Marly Le Roi, 78160 France, BRUNO JEAN LESCOEUR, 28 Rue Washington, Paris 75008 and GERARD WOLF, 52 Rue D'Allery, Paris 75015; the other director will sign a counterpart of this form; this form and the other counterpart shall be regarded as one and the same form of Statutory Declaration.**

† delete as
appropriate

~~the sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever
is inappropriate

~~that of a recognised bank (licensed institution) within the meaning of the Banking Act 1978~~

~~that of a person authorised under section 1 of the Insurance Companies Act 1982 to carry on~~

~~insurance business~~

(c) something other than the above§

The company is proposing to give financial assistance in connection with the acquisition of shares in the

[company] ~~[company's holding company]~~

The assistance is for the purpose of [that acquisition] ~~[reducing or discharging a liability incurred for the~~

~~purpose of the acquisition]~~

The number and class of the shares acquired or to be acquired is: UP TO 200,000,000

ORDINARY SHARES OF THE COMPANY

Presentor's name address and
reference (if any) :

Lovells
Atlantic House
Holborn Viaduct
London
EC1A 2FG (A2/DPWB/1366460)
57 London Chancery Lane

For official Use
General Section



The assistance is to be given to: (note 2) BARCLAYS BANK PLC, 54 LOMBARD STREET,
LONDON EC3P 3AH

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write in this
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Please complete
legibly, preferably
in black type, or
bold block
lettering

The assistance will take the form of:

1. The execution of a Share Charge (the "**Charge**") to be entered into between the Company, as chargor, and Barclays Bank plc (the "**Bank**") as chargee to secure the obligations of the Company pursuant to an instrument constituting a £200,000,000 Convertible Note (the "**Note**") to be entered into as a deed on the same date as the Share Charge.
2. The execution of an Escrow Agreement to be entered into between EDF UK Limited, the Bank and Barafor Limited (the "**Escrow Agreement**") pursuant to which the Company will deliver certain share certificates and executed transfers to the Escrow Agent as security for the Company's delivery obligations under the Note and the Share Charge.

The person who ~~has acquired~~ will acquire† the shares is:

† delete as
appropriate

BARCLAYS BANK PLC

The principal terms on which the assistance will be given are:

Pursuant to the Share Charge, the Company will charge by way of first fixed charge 200,000,000 ordinary shares in London Electricity Group Holdings ("LEGH") and the future dividends declared in respect thereof and give various representations, warranties and undertakings to the Bank. The Company may with the consent of the Bank substitute other shares for the shares of LEGH which are subject to the Share Charge.

Pursuant to the Escrow Agreement, the Company will authorise the Escrow Agent to deliver the shares in LEGH which are to be held by the Escrow Agent to the holder of the Note in the event that the Note is converted into ordinary shares of the Company prior to maturity of the Note but the Company is unable to issue shares of the Company, such maturity date being 5 years following the issue of the Note.

The terms of the Share Charge and the Escrow Agreement set out above will influence the Bank to subscribe for the Note which is to be converted into ordinary shares of the Company.

The amount of cash to be transferred to the person assisted is £ NIL

The value of any asset to be transferred to the person assisted is £ NIL

The date on which the assistance is to be given is Not later than 27 January 2003

Please do not
write in this
margin

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in black type, or
bold block lettering

* delete either (a) or
(b) as appropriate

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

(b) ~~[It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]~~ (note 3)

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

PARIS

Declarants to sign below

on

Day	Month	Year
02	12	2002

before me ANNE SABLONNIERE

SLAUGHTER AND MAY

A Commissioner for Oaths or Notary Public or Justice of

the Peace or a Solicitor having the powers conferred on

a Commissioner for Oaths.

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

Pursuant to section 155(6) of the Companies Act 1985

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To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

[] [] [] [] [] []

02622406

Note

Please read the notes
on page 3 before
completing this form.

Name of company

* EDF (UK) LIMITED

* insert full name
of company

I/We ~~ø~~ VINCENT DE RIVAZ, 20 Astell Street, Chelsea, London

~~ø~~ insert name(s) and
address(es) of all
the directors

Mr De Rivaz, and the other Directors together, will each sign a separate counterpart of this Form but all of the Directors having the same intent, this Form and the other counterpart shall be regarded as one and the same form of statutory declaration for the purposes of section 155(6) and section 156 of the Companies Act 1985

† delete as
appropriate

~~† delete as appropriate~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever
is inappropriate

~~§ delete whichever is inappropriate~~ (a) that of a recognised bank, licensed institution within the meaning of the Banking Act 1978

~~§ delete whichever is inappropriate~~ (b) that of a person authorised under section 3 of the Insurance Companies Act 1982 to carry on

~~§ delete whichever is inappropriate~~ insurance business in the United Kingdom

(c) something other than the above§

The company is proposing to give financial assistance in connection with the acquisition of shares in the

[company] ~~company's holding company~~

~~Notes~~

The assistance is for the purpose of [that acquisition] ~~reducing or discharging a liability incurred by the~~

~~purpose of that acquisition~~

The number and class of the shares acquired or to be acquired is: UP TO 200,000,000

ORDINARY SHARES OF THE COMPANY

Presenter's name address and
reference (if any) :

Lovells
Atlantic House
Holborn Viaduct
London
EC1A 2FG (A2/DPWB/1378176)
57 London Chancery Lane

For official Use
General Section

Post room

The assistance is to be given to: (note 2) BARCLAYS BANK PLC, 54 LOMBARD STREET,
LONDON EC3P 3AH

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The assistance will take the form of:

1. The execution of a Share Charge (the "**Charge**") to be entered into between the Company, as chargor, and Barclays Bank plc (the "**Bank**") as chargee to secure the obligations of the Company pursuant to an instrument constituting a £200,000,000 Convertible Note (the "**Note**") to be entered into as a deed on the same date as the Share Charge.
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The person who ~~has acquired~~ will acquire† the shares is:

† delete as
appropriate

BARCLAYS BANK PLC

The principal terms on which the assistance will be given are:

Pursuant to the Share Charge, the Company will charge by way of first fixed charge 200,000,000 ordinary shares in London Electricity Group Holdings ("LEGH") and the future dividends declared in respect thereof and give various representations, warranties and undertakings to the Bank. The Company may with the consent of the Bank substitute other shares for the shares of LEGH which are subject to the Share Charge.

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The value of any asset to be transferred to the person assisted is £ NIL

The date on which the assistance is to be given is Not later than 27 January 2003

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bold block lettering

* delete either (a) or
(b) as appropriate

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

- (a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)
- (b) ~~[It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]* (note 3)~~

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

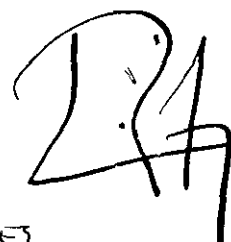
Declarants to sign below

TEMPLAR HOUSE 81-87 HIGH HOLBORN
LONDON WC1N 6NU

Day Month Year
on

0	2	1	2	2	0	1	2
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before me GERALD PRITCHARD JONES
FRESHFIELDS BRICK LANE
A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.



NOTES

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- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
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- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-
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Companies House
Crown Way
Cardiff
CF14 3UZ
or, for companies registered in Scotland:-
The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

Auditors' report to the directors of EDF (UK) Limited pursuant to section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of EDF (UK) Limited ("the Company") dated 2 December 2002 in connection with the proposal that the Company should give financial assistance for the purchase of 200,000,000 shares £1.00 each in the share capital of the Company.

Basis of opinion

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.



Ernst & Young LLP
Registered Auditor
London
2 December 2002