THE COMPANIES ACTS 1985 TO 1989 COMPANY LIMITED BY SHARES ACCORD POWER LIMITED

SPECIAL RESOLUTION

PASSED ON 30TH MAY 1995

At an extraordinary general meeting of the company duly convened and held at British Gas plc, 152 Grosvenor Road, London on Tuesday 30th May 1995 the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

That in accordance with section 250 of the Companies Act 1985 (as inserted by section 14 of the Companies Act 1989) the company shall be exempt from the provisions of Part VII of the Companies Act 1985 (as inserted by the Companies Act 1989) relating to the audit of accounts and obligation to appoint auditors.

Secretary

A31 *A366PCSI* 303 COMPANIES HOUSE 04/07/05