

THE COMPANIES ACTS 1985 – 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

OF

NUCLEAR ELECTRIC LIMITED

British Energy plc. being the sole member of the Company which at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES AS FOLLOWS:

SPECIAL RESOLUTION

THAT, subject to and upon completion of the acquisition of the entire issued ordinary share capital of the Company by Scottish Nuclear Limited (Registered no. 117121), the articles of association of the Company be amended as follows:

- (a) A new definition shall be inserted in article 2(1) after the words "In these articles:" as follows:

"BEG(UK) means British Energy Generation (UK) Limited, formerly Scottish Nuclear Limited, incorporated in Scotland with registered number 117121"

- (b) Article 5(5) shall be deleted and there shall be substituted:

"Any exercise by the directors of the authority granted to them by this article is subject to the directors being satisfied that BEG(UK), if and for so long as it is a member of the Company and if and for so long as such provisions are applicable to BEG(UK), has obtained the consent required in relation to such exercise as is referred to in article 8(2)(d) (and in particular sub-paragraphs (i) and (ii) thereof) of BEG(UK)'s articles of association as in force at the date of amendment of this article."

- (c) Article 7(2) shall be deleted and there shall be substituted:



"Notwithstanding the provisions of paragraph (1) above, the registration of the transfer of any share of the Company shall be subject to the directors being satisfied that BEG(UK), if and for so long as such provisions are applicable to BEG(UK), has obtained the consent required in relation to such transfer as is referred to in article 8(2)(d) (and in particular subparagraph (iii) thereof) of BEG(UK)'s articles of association as in force at the date of amendment of this article."

(d) Article 20(3) shall be deleted and there shall be substituted:

"If and for so long as BEG(UK) is a member of the Company and if and for so long as such provisions are applicable to BEG(UK), the directors shall exercise their powers in relation to the amendment of these articles or the issue or transfer of the Company's shares only after they are satisfied that BEG(UK) will not be, by reason of any action or omission by the Company, in breach of any of the provisions of article 8(2)(d) of BEG(UK)'s articles of association as in force at the date of amendment of this article by reason of not having obtained any consent required thereby."

The written resolution takes effect as a special resolution

Signature:



For and on behalf of British Energy plc

Date:

