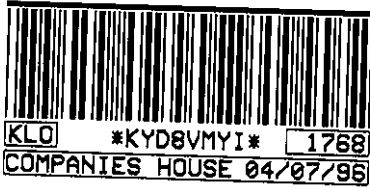


No: 3186121



THE COMPANIES ACT 1985

UNLIMITED COMPANY HAVING A SHARE CAPITAL

Special and Ordinary Resolutions

of

GB Gas Holdings

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 28 June 1996 at 3.15 ~~pm~~ pm the following Special Resolution and Ordinary Resolution were duly passed as a Special Resolution and an Ordinary Resolution:

Special Resolution

THAT:-

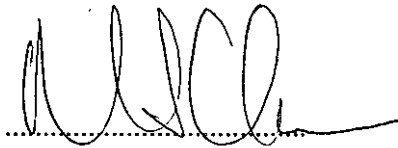
1. the capital of the Company be increased from £100 to £4,000,000,100 by the creation of 4,000,000,000 new Ordinary Shares of £1 each, such shares to rank in all respects pari passu with the 100 existing Ordinary Shares of £1 each in the capital of the Company.

Ordinary Resolution

THAT:-

2. the Directors be generally and unconditionally authorised for the purpose of section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital

at the time of the passing of this resolution. Provided that the authority hereby given shall expire five years following the date of the resolution unless previously renewed, revoked or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end, positioned above a dotted line.

Chairman