

Company No. 3649524

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

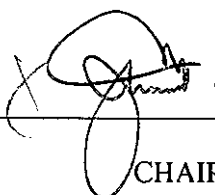
of

ENERGIS HOLDINGS LIMITED

At an extraordinary general meeting of the Company held at *CARMELITE, SD VICTORIA*
EMBANKMENT, LONDON on
14 DECEMBER 1998 the following resolutions were passed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased to £180,000,000 by the creation of 179,999,900 ordinary shares of £1 each.
2. THAT the directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £179,999,900 for a period expiring on 1 December 2003.



CHAIRMAN

