

Company No. 4236804

**RWE TRADING DIRECT LIMITED
(THE "COMPANY")
MEMBER'S WRITTEN RESOLUTIONS**

We, the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolutions set out below if they had been proposed at a general meeting at which we were present, hereby agree pursuant to regulation 53 of Table A (adopted by the Company's articles of association) to the passing of the resolutions set out below (of which the resolutions numbered 1 to 3 would otherwise be required to be passed as elective resolutions and the resolutions numbered 4 and 5 would otherwise be required to be passed as ordinary resolutions) by way of written resolution.


ELECTIVE RESOLUTIONS

1. That the Company hereby elects pursuant to section 252 of the Act to dispense with the laying of accounts and reports before the Company in general meeting.
2. That the Company hereby elects pursuant to section 366A of the Act to dispense with the holding of annual general meetings.
3. That the Company hereby elects pursuant to section 386 of the Act to dispense with the obligation to appoint auditors annually.

ORDINARY RESOLUTIONS

4. That the directors be authorised from time to time to fix the remuneration of the auditors for all financial years for which the auditors are deemed to be re-appointed by virtue of section 386(2) of the Act and the election made pursuant to resolution no. 3.
5. That the accounting reference date of the Company be changed to 17 December, and that the current accounting reference period of the Company be extended from 30 June 2002 to 17 December 2002 pursuant to section 225 of the Companies Act 1985.

**for and on behalf of
RWE Trading GmbH**


Dr. Hans Bunting


Dr. Ralf Schäfer

Date: 20. February 2002

