

Company No: SC 175628

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SCOTTISH GAS LIMITED

SPECIAL AND ELECTIVE RESOLUTIONS

(PASSED ON 14 OCTOBER 1998)

At an Extraordinary General Meeting of Scottish Gas Limited duly convened and held at Charter Court, 50 Windsor Road, Slough, Berkshire, SL1 2HA on 14 October 1998 the following resolutions were duly passed. Resolution (1) was passed as a Special Resolution and Resolutions (2) and (3) were passed as Elective Resolutions.

Resolution (1)

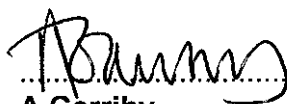
That, in accordance with Section 250 of the Companies Act 1985 (as inserted by Section 14 of the Companies Act 1989), the company shall be exempt from the provisions of Part VII of the Companies Act 1985 (as inserted by the Companies Act 1989) relating to the audit of accounts and the obligation to appoint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

Resolution (2)

That, in accordance with Section 252 of the Companies Act 1985, the company hereby elects to dispense with the laying of accounts and reports before the company in general meeting.

Resolution (3)

That, in accordance with Section 366A of the Companies Act 1985, the company hereby elects to dispense with the holding of annual general meetings in 1998 and subsequent years (until this election is revoked).


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A Garrihy
Chairman



