

**EASTERN NATURAL GAS LIMITED**


**(Registered in England – No 2907433)**

**SHAREHOLDERS' WRITTEN RESOLUTION**

The undersigned, being the sole member of the Company, for the time being, hereby passes the following resolution as a Special Resolution:

“THAT:

- (a) the authorised share capital of the Company be increased by the creation of 460,000,000 new ordinary shares of £1 each, such new shares to rank pari passu in all respects with existing shares; and
- (b) the Directors and they are hereby 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 said section 80) up to an aggregate amounts of £460,000,000 during the period of five years from the date hereof, but so that this authority shall allow the Company to make, before the expiry of this authority, offers or agreements which would or might require relevant securities to be allotted after such expiry, and notwithstanding such expiry, the Directors may allot relevant securities in pursuance of such offers or agreements.”

  
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For and on behalf of  
TXU Europe Group plc

Dated 2 January 2001

