

Centrica Alpha Finance Limited

The Companies Acts 1985 and 1989

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolution as a special resolution and agree that the said Resolution pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Resolutions

That the Articles of Association be amended by:

1. the replacement of the existing table in Article 3.5.2 with the following table:

Calls	Amount Per Share in US\$	Earliest Payment Date	Latest Payment Date
First	39.33	20 th December 2003	27 th December 2003
Second	2.57	20 th December 2004	27 th December 2004
Third	53.87	20 th December 2005	27 th December 2005
Fourth	4.22	20 th December 2005	27 th December 2005

2. the replacement of Article 3.5.3 with the following Article:

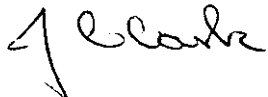
"subject to the provisions of Article 3.5.5 each member holding Deferred Shares shall forthwith pay to the Company as required by the notice the amount called on such Deferred Shares."

Dated: 14 December 2005

The Members:

US\$1.00 ordinary shares:

US\$100.00 Deferred shares:



John Clark
for and on behalf of
Centrica Finance (US) Limited



William Langan
for and on behalf of
Centrica US Holdings Inc.

