

DALKIA ENERGY AND TECHNICAL SERVICES LIMITED
(the "Company")

MINUTES of an Extraordinary General Meeting of the Company held at Fourth Floor, Buchanan House, 24-30 Holborn, London EC1 on 30 June 2000 at 9.45 am

PRESENT: James H Roberts – Director, on behalf of Dalkia plc, holder of the entire issued share capital in the Company

IN ATTENDANCE: Jean-Philippe Riehl (Secretary)

1 Chairman

Mr Roberts was appointed Chairman of the meeting.

2 Short notice

The Chairman reported that the sole shareholder of the Company, Dalkia plc, had consented to the holding of the meeting at short notice to consider the items set out in the notice of the meeting.

3 Ordinary resolutions


The following resolutions were passed as Ordinary Resolutions of the Company:-

IT WAS RESOLVED that:-

- 3.1 a dividend be paid on the issued ordinary shares of the Company at the rate of £2.60 per share to the shareholders on the register of members of the Company at the close of business on 30 June 2000;
- 3.2 the authorised share capital of the Company be increased to £10,000,000, by the creation of an additional 4,500,000 Class A shares of £1 each and additional 4,500,000 Class B shares of £1 each ranking pari passu in all respects with the existing shares of the Company; and
- 3.3 the Directors of the Company be authorised, pursuant to section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal value equal to the authorised unissued share capital of the Company as it is proposed to be increased by minute 3.2 above to such persons and upon such terms and conditions as they may determine (subject to the Company's Articles of Association) provided that this authority shall, unless renewed, expire on the fifth anniversary of the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may then allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

4 Any other business

There being no other business, the Chairman declared the meeting closed.


James H Roberts
Chairman

