

Company No.: 2056382

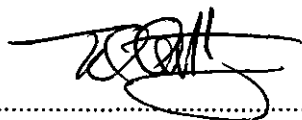
THE COMPANIES ACTS 1985-1989
PUBLIC COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
Of
THAMES WATER PRODUCTS UPE PLC

At an Extraordinary General Meeting of the Company duly convened and held on ~~12 October~~ 2001, the following resolutions were unanimously passed as Special Resolutions:

SPECIAL RESOLUTIONS

THAT:

1. pursuant to section 53 of the Companies Act 1985 (the "Act"), the Company be re-registered as a private company;
2. accordingly, the name of the Company be changed to Thames Water Products UPE Limited;
3. clause 2 of the Company's Memorandum of Association be deleted so that clause 3 now becomes clause 2;
4. the provisions of the Company's Memorandum of Association with respect to the statement of the Company's objects be altered by the deletion of Clause 4 of such Memorandum and by the substitution, in place of such Clause 4, of the Clauses 3 and 4 contained in the document submitted to the meeting marked "A" and, for the purposes of identification only, signed by any director of the Company; and
5. the regulations contained in the document submitted to the meeting marked "B" and, for the purposes of identification only, signed by any director of the Company, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company.



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Chairman

