

Thames Water Products Limited

Company Number: 2249185

**Written Resolution of Members in Lieu of Meeting pursuant to
Companies Act 1985, s381A**

The Companies Acts 1985 to 1989

Private Company Limited by Shares

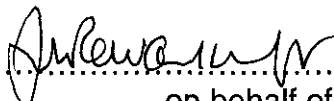
Ordinary Resolution


We, the undersigned, being the ~~four~~ members of the company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company **HEREBY PASS** the following resolution as an ordinary resolution and agree that the said resolution shall, for all purposes, be as valid and effective as if the same had been passed by us all at a general meeting of the company duly convened and held:

It is resolved:

THAT PricewaterhouseCoopers LLP be appointed as auditors of the Company in place of the retiring auditors PricewaterhouseCoopers and that the directors of the company be authorised to fix their remuneration.

Dated: 3 March 2003


.....
on behalf of
Thames Water plc


.....
on behalf of
Thames Water Products Overseas Limited

