

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

-of-

SOUTH WEST WATER LIMITED

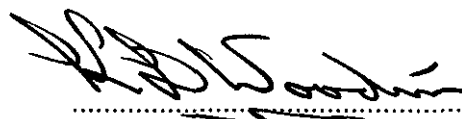
At an Extraordinary General Meeting of the Company held at Peninsula House, Rydon Lane, Exeter, Devon on Tuesday 21 March 2000, the following Resolutions were passed as Ordinary Resolutions:-

**1 INCREASE IN AUTHORISED SHARE CAPITAL**

That the authorised share capital of the Company be hereby increased to £500,000,000 by the creation of 134,050,000 Ordinary shares of £1 each such shares having the rights set out in the Articles of Association of the Company.

**2 AUTHORITY TO ISSUE AND ALLOT SHARES**

- (a) That the Directors be unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons on such terms and in such manner as they think fit up to a total issued share capital of the Company of £465,950,000 at any time during the period of five years from the date hereof.
- (b) That by virtue of Section 95(1) of the Companies Act 1985 Section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by the preceding paragraph of this resolution.



K D WOODIER  
(Secretary)

