



Registered No. 2386678

NORTH WEST WATER LIMITED

In accordance with Section 381A of the Companies Act 1985 ("the Act") we the undersigned, all the members for the time being entitled to attend and vote at a general meeting of the company, hereby resolve resolutions 1 and 2 as **ORDINARY RESOLUTIONS** and resolutions 3 and 4 as **SPECIAL RESOLUTIONS**:-

Resolution 1

Increase in authorised share capital

THAT the authorised share capital of the company be increased beyond the registered capital of £688,537,000 to £706,837,000, by the creation of 18,300,000 additional preference shares of £1.00 ranking *pari passu* with the existing preference shares in the capital of the company.

Resolution 2

S80 Allotment Authority

THAT with effect from the time of the passing of this resolution the directors be unconditionally authorised, pursuant to Section 80, Companies Act 1985, to allot relevant securities (as defined in the Act), up to a maximum amount of £236,370,000 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.

Resolution 3

Pre-emption Rights

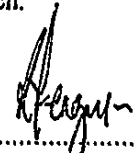
THAT the directors be empowered, pursuant to Section 95, of the Companies Act 1985, to allot equity securities for a period of five years following the passing of this resolution, and be limited to a maximum nominal amount of shares equal to the authorised share capital following the passing of resolution 1 above pursuant to the authority conferred by resolution 2 above, and that the Directors shall not be required to have regard to Sections 89(1) and 90(1) to (6) (inclusive).

Resolution 4

Amendment to Articles of Association

THAT the Articles of Association of the Company be altered by substituting for the existing article 13 the following article :-

13. The authorised share capital of the Company is £706,837,000, divided into 650,000,000 ordinary shares of £1 each and 10,000,000 preference shares of £1 each.

X ^{RGK} 

For and on behalf of
United Utilities PLC
Dated: 31 October 1997

JRT
X 

J R Tetlow
Dated: 31 October 1997