

Registered No. 2366678

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 and the creation of a new class of shares

THAT the authorised share capital of the company be increased beyond the registered capital of £650,000,000 to £688,537,000, by the creation of 38,537,000 preference shares of £1 each having the rights specified in the new Articles of Association.

Resolution 2

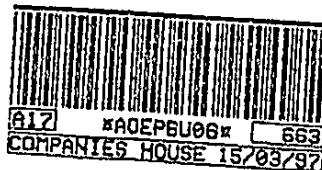
£80 Allotment authority

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 £256,607,000 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

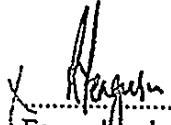
THAT the directors be empowered, pursuant to Section 95, of the Companies Act 1985, to allot equity securities for a period of five years following the passing of this resolution, and be limited to a maximum nominal amount of shares equal to the authorised share capital following the passing of resolution 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).

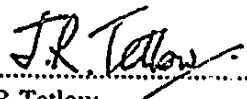


Resolution 4

Adoption of new Articles of Association

THAT the new Articles of Association be adopted as the company's Articles of Association in substitution for the existing articles of association.


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For and on behalf of
United Utilities PLC
Dated: 13 March 1997


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J R Tetlow
Dated: 13 March 1997