

PUBLIC COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

NORWEB plc

Dated 30 September 1999

We, the undersigned, being all the members of the above named Company entitled to receive notice of and to attend and vote at General Meetings of the Company, make the following resolution which shall take effect as a Special Resolution and which shall, pursuant to regulation 53 of Table A incorporated by Article 1.2 of the Company's Articles of Association, be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and, insofar as we are the holders of "A" Ordinary Shares of 50 pence each in the capital of the Company ("**the "A" Ordinary Shares**"), we hereby generally and unconditionally consent to and sanction any modification, variation or abrogation of all or any of the special or class rights attached to the "A" Ordinary Shares as are or may be effected thereby:

SPECIAL RESOLUTION

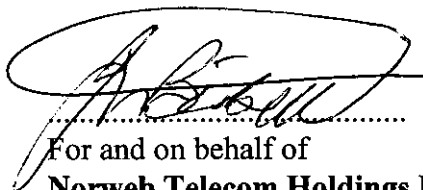
THAT, in connection with the scheme of reconstruction of the Company details of which are set out in an agreement ("**the Reconstruction Agreement**") dated 30th September 1999 and made between the Company (1) and Norweb Telecom Limited ("**Telecom**") (2) and notwithstanding any of the provisions of the Articles of Association, a dividend of £45,100,000 on the Ordinary Shares in the Company ("**Ordinary Shares**") be and is hereby declared payable to holders of the Ordinary Shares on the date hereof, such dividend to be satisfied by the completion by the Company of its obligations under the Reconstruction



Agreement thereby creating an obligation of Telecom to the Company to issue and allot ordinary shares of 0.001 pence each in the capital of Telecom ("**Telecom Ordinary Shares**") credited as fully paid to such holders of the Ordinary Shares on the basis of one Telecom Ordinary Share for each Ordinary Share.



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For and on behalf of  
**United Utilities PLC**



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For and on behalf of  
**Norweb Telecom Holdings Limited**



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For and on behalf of  
**United Utilities Nominees Limited**