

**SEVERN TRENT OVERSEAS HOLDINGS LIMITED**  
(the "Company")

**WRITTEN RESOLUTION OF THE SHAREHOLDERS**

In accordance with section 381A of the Companies Act 1985 (the "Act"), and pursuant to Regulation 53 of Table A (as set out in the schedule to the Companies (Tables A to F) Regulation 1985) as amended and as incorporated in the Company's Articles of Association, the undersigned, being both of the members of the Company holding all of its issued shares, and who, at the date of this resolution are entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVE THAT:**

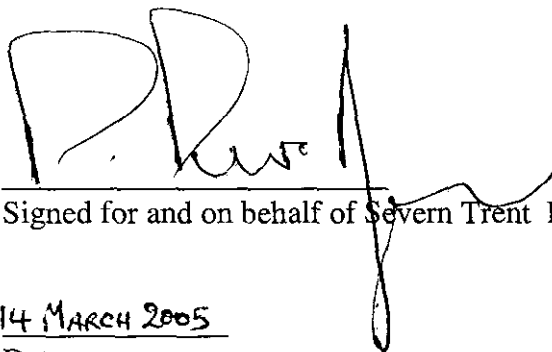
the directors be and they are hereby generally and unconditionally authorised pursuant to section 80A of the Act to exercise any power of the Company to allot and to grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company at the date of the passing of this resolution for an indefinite period until revoked or varied by the Company in general meeting.



Signed for and on behalf of Severn Trent Plc

14 MARCH 2005

Date:



Signed for and on behalf of Severn Trent Enterprises Limited

14 MARCH 2005

Date:

