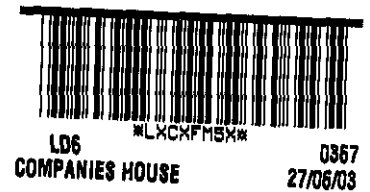


THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
NORTHUMBRIAN SERVICES LIMITED



We, the undersigned, being all the members of the Company for the time being entitled to receive notice of, attend and vote at a General Meeting, hereby unanimously pass the following resolution and agree that it shall for all purposes be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held as a Special Resolution.

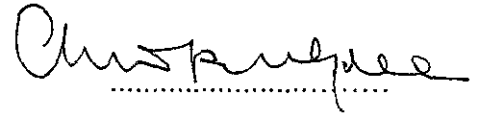
RESOLUTION

THAT the provision of financial assistance within the meaning of ss 151-152 Companies Act 1985 proposed to be given by the Company to Northumbrian Water Group PLC (the "Purchaser") for the purpose of the acquisition by the Purchaser of the entire issued share capital in Atlantic Water Limited (the "Target"), the intermediate holding company of the Company, by way of:

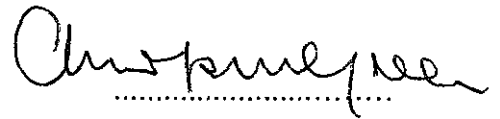
1. entering into a guarantee (the "Guarantee") in favour of Deutsche Bank AG London (the "Bank") as set out in a loan agreement dated 16 May 2003 between, inter alia, the Company and the Bank (the "Loan Agreement"), whereby the Company would jointly and severally with the other guarantors under the Loan Agreement:
 - (A) guarantee the due performance by the Purchaser and the other group obligors under the Loan Agreement of their obligations to the Bank under the Loan Agreement or otherwise;
 - (B) undertake that whenever another obligor under the Loan Agreement does not pay any amount when due under the Loan Agreement or otherwise, it shall immediately on demand pay that amount as if it was the principal obligor; and
 - (C) indemnify each such secured party under the Loan Agreement immediately on demand against any cost, loss or liability suffered by that secured party if any obligation guaranteed by it is or becomes unenforceable, invalid or illegal;
2. the accession by the Company to a composite debenture dated 16 May 2003 in favour of Deutsche Trustee Company Limited, as security trustee for the Bank, whereby the Company would charge by way of fixed and floating charges its entire assets and undertakings as security for the obligations of the Purchaser and other group obligors under the Loan Agreement and respective guarantees;
3. the advance of an intercompany loan under an agreement dated 23 May 2003 whereby the Company will advance £331,000,000 to the Purchaser to repay part of the acquisition facilities under the Loan Agreement;
4. the execution of a transfer certificate whereby the rights and obligations of the Purchaser as a borrower under Facility A1 under the Loan Agreement are to be novated to the Company; and

5. the execution of an intercompany loan between the Purchaser, the Company and some of its material subsidiaries pursuant to which any such party may lend up to £935,000,000 in aggregate to any other party for the purposes of reducing liabilities incurred in the acquisition of the Target

be and it is hereby approved.



Atlantic Water Limited



Christopher Michael Green

DATED: 23 June 2003