

Company No. 4154570

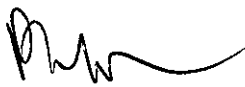
**THE COMPANIES ACT 1985**  
**AND**  
**THE COMPANIES ACT 1989**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**GLANDWR CYFYGEDIG**

Pursuant to S381A Companies Act 1985, the undersigned, being the sole member of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company **HEREBY PASS** the following resolutions as elective resolutions and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed as elective resolutions at a general meeting of the Company duly convened and held:

'THAT pursuant to S252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting for all subsequent years.'

'THAT pursuant to S366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of annual general meetings in 2002 and subsequent years until this election is revoked'.

'THAT pursuant to S386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually'.



For and on behalf of  
Kelda Group plc

15/8/01  
Date

