

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

YOUR COMMUNICATIONS GROUP LIMITED

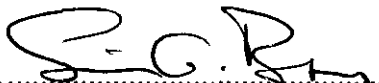
Pursuant to Regulation 53 of Table A 1985 (duly incorporated into the Company's Articles of Association) and pursuant to paragraph 5(2) of Schedule 15A of the Companies Act 1985 we, the undersigned, being all the members of the Company for the time being who would be entitled to receive notice of, attend and vote at a general meeting of the Company convened for the purpose of passing the following resolution, hereby pass the following resolution and agree that the said resolution shall be for all purposes as valid and effective as if passed as a special resolution at a general meeting of the Company duly convened and held:

Special Resolution

That the contract proposed to be entered into between the Company and United Utilities PLC for the purchase by the Company of 50,000,001 A Ordinary Shares of £1 each in the capital of the Company, the terms of which are set out in the draft contract supplied to the undersigned at the same time as this resolution, be and is hereby authorised and approved.



for and on behalf of Y.C. (No.1) Limited



for and on behalf of Y.C. (No.2) Limited

Date of last signature: 22nd November 2001

