

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SAUR WATER SERVICES PLC

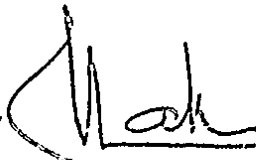
Dated 7th March, 1994

WE, SAUR (UK) Limited and Jean Francois Talbot being the only shareholders of the Company for the time being entitled to receive notice of and attend meetings of the Company HEREBY RESOLVE pursuant to Regulation 53 of Table A of the Companies (Tables A to F) Regulations 1985 that the following resolution be passed as a written resolution of the Company:-

WRITTEN RESOLUTION

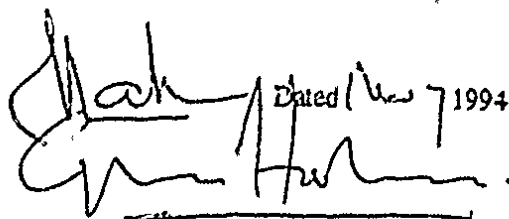
THAT, the Articles of Association of the Company be amended so that Article 11 (Transfer of Shares) be and is hereby deleted.

SIGNED by JEAN FRANCOIS TALBOT



Dated 14th 7 1994

SIGNED on behalf of SAUR (UK) LIMITED



MDBS0554.05

