

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION

Pursuant to Section 291 of the Companies Act 2006

of

PENNON TRUSTEE LIMITED

The following Special Resolution was passed by the members of the Company on 10 October 2008

SPECIAL RESOLUTION

THAT the Company's Articles of Association be altered as follows

DEFINITIONS

The following wording be deleted

"Professional Director" means a person who -

- (i) is a Solicitor or a member of such other professional body as the Commissioners of the Inland Revenue may from time to time allow for the purpose specified in Schedule 5 to the Finance Act 1989,
- (ii) is not an employee of any company falling within the Group, and
- (iii) is not a director of any company falling within the Group other than the Company, and
- (iv) meets the requirements of Clause 14.8 of the Trust Deed

"Trust Deed" means the Trust Deed of the South West Water Qualifying Employee Share Ownership Trust dated 7 March 1997

The existing Article 11 be deleted and a new Article 11 be inserted to read as follows

DIRECTORS

- 11 (a) The minimum number of Directors shall be one
- (b) All Directors shall be resident in the United Kingdom

Regulations 64 and 90 shall be modified (and all other Regulations in these Articles relating to Directors shall be construed) accordingly

WEDNESDAY




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15/10/2008

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COMPANIES HOUSE


M L Heeley
Company Secretary