

Step 2a

Company No. 02635467

COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION OF THE MEMBERS OF
MID SOUTHERN WATER PLC

At a general meeting of the members of the Company duly convened and held

at Rocfort Road, Snodland

on 28th January 2013 at 10 00 am

the following resolution was approved by all the members and duly passed unanimously as a special resolution:

THAT:

- a) the Company be re-registered as a private limited company under the Companies Act 2006 with the name Mid Southern Water Limited, and
- b) in conjunction with the Company's re-registration as a private limited company
 - i) all of the 59,070 ordinary non-voting shares of £1 each issued in the capital of the Company all standing registered in the name of Mid Sussex Water Limited be reclassified as ordinary shares of £1 each, to rank par passu in all respects with the existing 3,454,257 issued ordinary shares of £1 each in the capital of the Company, and with the rights and restrictions as set out in the new articles of association of the Company adopted pursuant to part (iii) of this resolution,
 - ii) for such time as the share capital of the Company shall continue to comprise shares of only a single class and for so long as the Company remains a private company, the power of the Company to issue shares and the authority of the directors to allot such shares shall not be restricted to any maximum number or nominal amount and shall not be limited in duration and any provision, resolution or authority in force as at the date of this resolution whether under the articles of association or otherwise that purports to restrict the number of shares that the Company or directors shall have the power to issue or allot or the duration of such power shall cease to have effect, and
 - iii) the Company's existing articles of association, including the provisions of the Company's memorandum of association which from 1 October 2009 are, by virtue of Section 28 of the Companies Act 2006, treated as part of the articles of association be replaced in their entirety with the new articles of association in the form attached to and circulated with this resolution

Signed
Jo Stimpson
Director

FRIDAY



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LD1	01/02/2013	#75
	COMPANIES HOUSE	
LD3	29/01/2013	#66
	COMPANIES HOUSE	