



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 6433799

The Registrar of Companies for England and Wales hereby certifies that

**SKELDERGATE HOLDCO LIMITED**

having changed its name, is now incorporated under the name of

**KELDA HOLDCO LIMITED**

Given at Companies House on **3rd October 2008**



**\*C064337992\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

**SKELDERGATE HOLDCO LIMITED  
PRIVATE COMPANY LIMITED BY SHARES**  
(Company No 6433799)  
(the *Company*)

005027/50

**MEMBER'S WRITTEN RESOLUTION**

Circulation Date 19 September 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the undersigned member of the Company proposes that the following special resolution (the **Resolution**) shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held

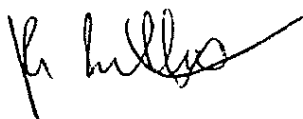
**SPECIAL RESOLUTION**

**THAT** the Company change its name to "KELDA HOLDCO LIMITED"

**AGREEMENT**

**Please read the notes at the end of this document before signifying your agreement to the Resolution.**

The undersigned, a person entitled to vote on the Resolution on 19 September 2008, hereby irrevocably agrees to the Resolution



(Director)

for and on behalf of  
Skeldergate Junior Holdco Limited

Dated 19 September 2008



## NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document and returning it to the Company using one of the methods listed below. If you do not agree to the Resolution, you do not need to do anything and you will not be deemed to agree if you fail to reply.

- By Hand delivering the signed copy to the Company Secretary, Skeldergate Holdco Limited, Citi Infrastructure Investors, Level 32, Citigroup Centre, 25 Canada Square, Canary Wharf, London E14 5LB
- Post returning the signed copy by post to the Company Secretary, Skeldergate Holdco Limited, Citi Infrastructure Investors, Level 32, Citigroup Centre, 25 Canada Square, Canary Wharf, London E14 5LB

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3 Unless sufficient agreement has been received for the Resolution to pass by the date that is 28 days after the date of the circulation date, it will lapse.

4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

5 The Resolution may be executed in any number of counterparts, each of which shall be an original but all of which together shall constitute one and the same instrument.