

Company No. 6433799

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
KELDA HOLDCO LIMITED

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company for this purpose, signifies agreement to and passes the following written resolutions as ordinary resolutions of the Company

- 1 THAT the Conflict Situations disclosed by Allison Bainbridge (details of which are set out in the schedule attached to these resolutions) be authorised and that the provisions of Articles 138 and 139 of the Company apply to such authorisations as if given by the board of the Company
- 2 THAT authorisation be given on the above terms to Allison Bainbridge in respect of any Conflict Situation that exists as at the date hereof or that subsequently arises because (in either case) the director is, or her employer or member of that employer's group is, or becomes a shareholder, investor or other participant in, lender to, guarantor, director, officer, manager or employee of, or otherwise in any other way interested or concerned in, or has been appointed by the Company and/or any other member (if any) of the Kelda Group

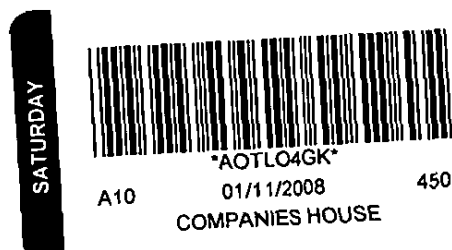
(For the purposes of these written resolutions, the term **Conflict Situation** means any situation in which the directors of the Company have, or may have, a direct or indirect interest which conflicts, or possibly may conflict, with the interests of the Company for the purposes of section 175(1) CA 2006)

Signature 

Director for and on behalf of Kelda Junior Holdco Limited

Name **KEVIN WHITMAN**

Date: 20 October 2008



EXPLANATORY STATEMENT TO THE SOLE MEMBER

(This explanatory statement is not part of any proposed written resolution)

- 1 **This document is proposed by the board of directors of the Company.**
- 2 **This document is sent to members on 20 October 2008 (the Circulation Date).**
- 3 **"Eligible members" are the members who are entitled to vote on the resolutions on the Circulation Date.**
- 4 **If you wish to signify agreement to this document please follow the procedure below:**
 - (a) **you (or someone acting on your behalf) must sign, print your name beneath and date this document.**
 - (b) **If someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.**
 - (c) **please return the document to any director of the Company at its registered office.**
- 5 **To be valid, this document must be received no later than the date being 28 days from (and beginning with) the Circulation Date.**
- 6 **If this document is not received by this time your vote will not count. Unless sufficient eligible members sign and return this document by that deadline, the proposed written resolutions will lapse.**
- 7 **Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.**

The Schedule

Director's Conflict Situations

Allison Bainbridge

Director of following

Kelda Holdings Ltd
Kelda Eurobond Co Ltd
Kelda PIK Co Ltd
Kelda Non-reg Holdco Ltd
Kelda Buffer Ltd
Kelda Junior Holdco Ltd
Saltaire Water Ltd
Kelda Group Ltd
Kelda Water Services Ltd
KeyLand Developments Ltd
Kelda Group Share Scheme Trustees Ltd
Ridings Insurance Ltd
Yorkshire Water Ltd
Yorkshire Water Estates Ltd
Yorkshire Water Projects Ltd
Yorkshire Water Services Finance plc
Yorkshire Water Services Ltd
YorWater Ltd
YW Nominees Ltd