

Company No 6433799

KELDA HOLDCO LIMITED

**Compliance Statement
under Section 644(5) Companies Act 2006**

We, the directors of Kelda Holdco Limited (the "**Company**") confirm that the solvency statement dated 12 December 2014 made by us pursuant to sections 642-644 of the Companies Act 2006 was

- (i) made not more than 15 days before the date on which the special resolution relating to the reduction of share capital of the Company was passed by way of written resolution, and
- (ii) provided to the sole member of the Company at the time at which the special resolution was submitted to it in accordance with the requirements of section 642(2) of the Companies Act 2006

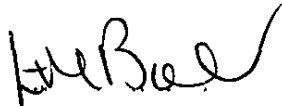
This Compliance Statement is made on 12 December 2014

This Compliance Statement may be signed by the directors of the Company in any number of counterparts, all of which when taken together will constitute one Compliance Statement

Name: Elizabeth Barber

Name: Richard Flint

Signed:



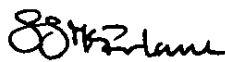
Signed:



Name: Stuart McFarlane

Name: Kevin Whiteman

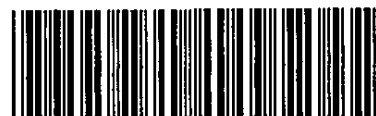
Signed:



Signed:



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17/12/2014

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