

Company No 6433799

WEDNESDAY



A06 \*A3MY884Z\* 17/12/2014 #39  
COMPANIES HOUSE

**Kelda Holdco Limited (the "Company")**

**Written Resolution  
of the Sole Member of the Company**

**Circulation Date: 12 December 2014**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**")

**Special Resolution**

**THAT**, the directors of the Company having on 12 December 2014 made a solvency statement in accordance with section 643 of the Companies Act 2006

the Company's share capital be reduced by reducing the nominal amount of the issued ordinary share of £1,473,500,000 in the capital of the Company to £1

**Agreement**

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

The undersigned, being a person entitled to vote on the Resolution on 12 December 2014, hereby irrevocably agrees to the Resolution

Signed on behalf of

**Kelda Junior Holdco Limited**

Date

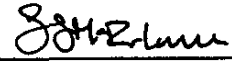
12 December 2014

**NOTES**

- 1 If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

Unless, by midnight on 9 January 2015, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time

The above Special Resolution was passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 12 December 2014, the signatory being duly authorised to sign the written resolution on behalf of the sole member of the Company

A handwritten signature in black ink, appearing to read "J. H. Erlane", is written over a horizontal line.

Director