

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**ETIHAD TOPCO LIMITED**

**(registered number 07479219)**

**(the "Company")**

16 October 2017 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution is passed as an ordinary resolution (the "Resolution") by way of written resolution of the Company.

**ORDINARY RESOLUTION**

"**THAT** for the purposes of section 551 of the Act, the directors are authorised generally and unconditionally to allot, without the authority of the Company in general meeting, 29,000 B ordinary shares of £0.01 each in the capital of the Company with an aggregate nominal value of £290.00 at any time or times from the date of the passing of this resolution until the date occurring five years after such date. The aforesaid authority may be revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of this authority. In this paragraph, references to the allotment of shares shall include the grant of rights to subscribe for, or to convert any security into, shares."

**AGREEMENT**

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

We, the undersigned, being the persons entitled, as at the Circulation Date, to vote on the Resolution hereby irrevocably agree to the Resolution.



**For and on behalf of Telco S.à r.l.**

Date: 16 October 2017

Gaël Sausy, B Manager  
and authorize signatory

**Chris Earle**

Date:

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SATURDAY



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#124

COMPANIES HOUSE

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**Dave Hibbert**

Date:

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**Alex Heslip**

Date:

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**Janette Palmer**

Date:

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**Richard Houghton**

Date:

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**Stephen Palmer**

Date:

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**Paul Doherty**

Date:

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**Geoff Unwin**

Date:

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**Derek Beswick**

Date:

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**Stuart Filtcroft**

Date:

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**Ben Andrew**

Date:

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**Airick Tyrell**

Date:

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**Lee McEvoy**

Date:

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**Christopher Gee**

Date:

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**David Siddall**

Date:

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**Emma Baker**

Date:

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**Marc Coleman**

Date:

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**Jayne Sutton**

Date:

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**John Drinkwater**

Date:

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**Gareth Giles**

Date:

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**Carol Osborne**

Date:

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**Sarah Inwood**

Date:

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**Jamie Hales**

Date:

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**Pamela Elliott**

Date:

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**Sam McSporran**

Date:

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**Pacer Richardson**

Date:

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**Gareth Davison**

Date:

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**Paul Roscoe**

Date:

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**Adam Gibson**

Date:

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**Richard Rudkin**

Date:

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**Holly Almond**

Date:

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**Nicola Smith**

Date:

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**Thema Bell**

Date:

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**Stacie King**

Date:

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**Rachel Gryklewicz**

Date:

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**Andrew Cowlshaw**

Date:

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**Paul Leader**

Date:

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**Angela Thomas**  
Date:

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**Piotr Nowosad**  
Date:

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**Resella Singh**  
Date:

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**Gillian Hill**  
Date:

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**Stewart Yardley**  
Date:

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**John O'Donnell**  
Date:

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**Lee Jenkinson**  
Date:

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**Mark Draper**  
Date:

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**Universal Utilities Ltd Employee  
Benefit Trust**  
Date:

## **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.
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.
4. Unless, by the date which is 28 days from the Circulation Date, 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 the Company before or during this date.
5. 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.