

**PORTACEL LIMITED (the "Company")**

**Company number: 273244**

**STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 (CA 2006)  
MADE ON 27 September 2018**

We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the CA 2006.

As set out in the written resolutions circulated to sole member on 27 September 2018, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the CA 2006. The directors signed the solvency statement under section 643 of the CA 2006 ("Solvency Statement") on 27 September 2018 and the resolutions approving the reduction of capital ("Resolutions") were passed as written resolutions on 27 September 2018.

We confirm that:

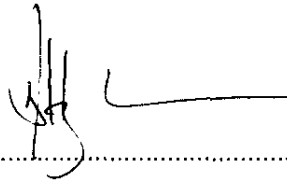
- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed.
- A copy of the Solvency Statement was provided to the sole member in accordance with section 642(2) of the CA 2006 and was submitted to the sole member at or before the time at which the proposed Resolution was submitted to it.

Signed by



David J Hughes.....

Date: 27 September 2018



On behalf of Thames Water Nominees Limited.....

Date: 27 September 2018

