

Company number: 02366678

SPECIAL RESOLUTIONS

OF

UNITED UTILITIES WATER PLC (the "Company")

Passed on 4 November 2014

The following resolutions were duly passed as special resolutions on 4 November 2014 at a general meeting of the Company duly convened and held at Haweswater House, Great Sankey, Warrington on 4 November 2014 at 1 20pm at which the sole shareholder of the Company, United Utilities North West Limited, voted in favour of the following resolutions

SPECIAL RESOLUTIONS

THAT

- (A) with effect from 11 November 2014, the Company be re-registered as a private limited company under the Companies Act 2006, and
- (B) with effect from 11 November 2014, the regulations contained in the document attached to the notice of general meeting and for the purposes of identification signed by the chairman be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association

Signed



SECRETARY

TUESDAY



LD1 *L3KFBHP8* 11/11/2014 #4
COMPANIES HOUSE