

Company number 02366678

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

UNITED UTILITES WATER LIMITED (the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

Amendment of the Company's articles of association – special resolution

That the draft articles of association attached to this resolution be approved and, following the Preference Share Redemption, adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

By order of the Board:


.....

Secretary

...30 SEPTEMBER 2020...

Date

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT
2006**

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolution is 30 September 2020 (the “**Circulation Date**”).
3. The procedure for signifying agreement by an eligible member to the written resolutions is as follows:
 - (A) A member signifies his agreement to the proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document:
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member's agreement to the written resolution, once signified, may not be revoked.
 - (D) The written resolution is passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

I, being the sole member of the Company:

1. confirm that I have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that the above resolution shall take effect as a special resolution.



United Utilities North West Limited

Name: PHIL ASPIN

Title: DIRECTOR