

Company No. 3778498

THE COMPANIES ACT 2006

THURSDAY



AJ71PA11\*  
A46 21/05/2009 89  
COMPANIES HOUSE

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

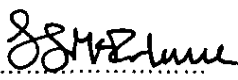
**YORKSHIRE WATER LIMITED**

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company for this purpose, signifies agreement to and passes the following written resolutions as ordinary resolutions of the Company:

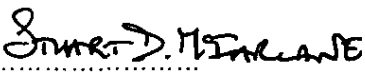
- 1 THAT the Conflict Situations disclosed by S D McFarlane (details of which are set out in the schedule attached to these resolutions) be authorised on the terms and subject to the limitations and conditions set out in paragraph 3 below:
- 2 THAT the Conflict Situations disclosed by A M Bainbridge (details of which are set out in the schedule attached to these resolutions) be authorised on the terms and subject to the limitations and conditions set out in paragraph 3 below:
- 3
  - (a) where, in relation to the authorised Conflict Situations, the director obtains (other than through his/her position as a director of the Company) information that is confidential to a third party, he/she will not be obliged to disclose such information to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of any duty of confidence owed by him/her to such third party;
  - (b) the director may absent him/herself from the discussion of any matter relating to the authorised Conflict Situations at any meeting of the directors and be excused from reviewing papers prepared by or for the directors to the extent that they relate to any such matter;
  - (c) the director may be excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at directors' meetings or otherwise) in respect of any matter relating to the authorised Conflict Situations;
  - (d) anything done (or omitted to be done) by the director in accordance with the articles of association of the Company or otherwise in accordance with the terms of the authorisation hereby given will not constitute a breach by him/her of his/her duties under sections 172 to 174 CA 2006;
  - (e) the members of the Company from time to time may vary or revoke the authority hereby given at any time by ordinary resolution of the Company and by serving written notice of the passing of such resolution on the director (but such variation or revocation shall be without prejudice to anything done or omitted to be done by him/her in accordance with the terms of the authority prior to receipt of such written notice).

- 4 THAT authorisation be given on the above terms to each director in respect of any Conflict Situation that exists as at the date hereof or that subsequently arises because (in either case) the director is, or his/her employer or member of that employer's group is, or becomes a shareholder, investor or other participant in, lender to, guarantor, director, officer, manager or employee of, or otherwise in any other way interested or concerned in, or has been appointed by, the Company and/or any other member (if any) of the Kelda Group.
- 5 That the directors of the Company are authorised to exercise the powers conferred by section 175(5)(a) CA 2006 to authorise any matter contemplated by section 175 CA 2006.

(For the purposes of these written resolutions, the term **Conflict Situation** means any situation in which the directors of the Company have, or may have, a direct or indirect interest which conflicts, or possibly may conflict, with the interests of the Company for the purposes of section 175(1) CA 2006.)

Signature: ..... 

Director for and on behalf of Kelda Group Limited

Name: ..... 

Date: 15 May 2009

### **S D McFarlane – Director Appointments Held**

Safe-Move Limited  
Featurepack Limited  
FRE Limited  
Glandwr Cyfyngedig  
Kelda Group Quest Trustees Limited  
Yorkshire Water Projects Limited  
Kelda First Investments Limited  
Kelda Group Limited  
Kelda Group Share Scheme Trustees Limited  
Kelda Second Investments Limited  
Kelda PIK Co Limited  
Kelda Buffer Limited  
Saltaire Water Limited  
Kelda Eurobond Co Limited  
Kelda Holdco Limited  
Kelda Junior Holdco Limited  
Kelda Non-Reg Holdco Limited  
Yorkshire Water Limited  
Yorkshire Water First Finance Limited  
York Waterworks Enterprises Limited  
Yorkshire Water Estates Limited  
Yorkshire Water Services Limited  
The York Waterworks Limited  
YW Employees Trustees Limited  
YW Holdings BV  
YW Nominees Ltd  
Yorkshire Water Services Finance Limited

### **A M Bainbridge – Director Appointments Held**

Yorkshire Water Projects Limited  
Kelda Group Limited  
Kelda Group Share Scheme Trustees Limited  
Keyland Developments Limited  
Ridings Insurance Company Limited  
Kelda PIK Co Limited  
Kelda Buffer Limited  
Saltaire Water Limited  
Kelda Eurobond Co Limited  
Kelda Holdco Limited  
Kelda Holdings Limited  
Kelda Junior Holdco Limited  
Kelda Non-Reg Holdco Limited  
Yorkshire Water Limited  
Yorkshire Water Estates Limited  
Kelda Water Services Limited  
Yorkshire Water Services Limited  
YorWater Limited  
YW Nominees Ltd  
Yorkshire Water Services Finance Limited

### **External Appointments**

West Yorkshire Police Community Trust

## **EXPLANATORY STATEMENT TO THE SOLE MEMBER**

(This explanatory statement is not part of any proposed written resolution.)

- 1        This document is proposed by the board of directors of the Company.
- 2        This document is sent to members on 15 May 2009 (the Circulation Date).
- 3        "Eligible members" are the members who are entitled to vote on the resolutions on the Circulation Date.
- 4        If you wish to signify agreement to this document please follow the procedure below:
  - (a)     you (or someone acting on your behalf) must sign, print your name beneath and date this document.
  - (b)     if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.
  - (c)     please return the document to any director of the Company at its registered office.
- 5        To be valid, this document must be received no later than the date being 28 days from (and beginning with) the Circulation Date.
- 6        If this document is not received by this time your vote will not count. Unless sufficient eligible members sign and return this document by that deadline, the proposed written resolutions will lapse.
- 7        Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.