

Company No: 4617059



WE HEREBY CERTIFY THIS TO BE A TRUE COPY
OF THE ORIGINAL

DATE 17/02/15
SIGNED DLA PIPER UK LLP
DLA PIPER UK LLP

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

COPY WRITTEN RESOLUTION

of

KELDA WATER SERVICES (DEFENCE) LIMITED

("Company")

PASSED ON 3 February 2015

WEDNESDAY



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A41IJ2A3

18/02/2015

COMPANIES HOUSE

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In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolution was duly passed on 3 / 2 / 2015 as a special resolution

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended as follows

- 1 that, with effect from the passing of this resolution, the articles of association of the Company be altered by the insertion of the following as a new article 8 after the existing article 7 "SHARE TRANSFERS - RESTRICTIONS ON TRANSFERS AND PERMITTED TRANSFERS":

"8 SHARE TRANSFERS- RELEVANT TRANSFERS TO SECURED PARTIES

(a) In this Article:

- (i) a "Relevant Transfer" means any transfer of shares from or to any Secured Party or any receiver (or similar officer) and any transfer of shares executed by any such person in the name of, or on behalf of, any other person which, in each case, is made pursuant to or in accordance with the relevant security document(s), including (without limitation) any such transfer made in order to perfect any mortgage, charge or other security interest in such shares or in exercise of any power of sale or other enforcement power, and
- (ii) a "Secured Party" means, in respect of any shares, any person to which such shares have been mortgaged or charged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee of or for any such person

- (b) The directors shall not decline to register (and shall not suspend the registration of) any Relevant Transfer and shall register any Relevant Transfer promptly upon receipt
- (c) There is no requirement that any shares the subject of a Relevant Transfer should be offered to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise to require any such shares to be transferred to them

- (d) The Directors shall not issue any share certificate (whether by way of replacement or otherwise) without the prior written consent of any Secured Party, such consent not to be unreasonably withheld or delayed.
- (e) Any rights that the Company has in respect of liens on or forfeiture or surrender of shares shall not apply in respect of any shares which have been charged by way of security to a Secured Party or which are transferred in accordance with the provision of this Article
- (f) If there is any inconsistency between any provision of this Article and any provision of any other Article, the provision of this Article applies", and

2 that the subsequent articles be renumbered and the cross referencing updated.

A handwritten signature in black ink, appearing to be 'R. S. [unclear]', written over a horizontal line.

Director