

Company No. 06021063

THE COMPANIES ACT 2006
WRITTEN MEMBER RESOLUTIONS
of
SSE Water Limited
(the Company)

THURSDAY



A15 *A87ØNN1K* #342
06/06/2019
COMPANIES HOUSE

By written resolutions of the sole eligible member of the Company pursuant to Chapter 2 Part 13 of the Companies Act 2006 (**CA 2006**), resolution 1 below is passed as an ordinary resolution and resolution 2 is passed as a special resolution (the **Resolutions**). The Resolutions were passed on 27 MAY 2019.

ORDINARY RESOLUTION

1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of CA 2006, the Directors be generally and unconditionally authorised to allot four (4) ordinary shares in the Company up to an aggregate nominal amount of £4.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 July 2019.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

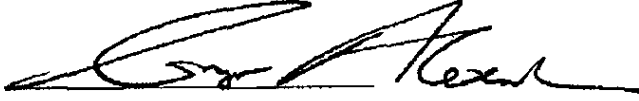
SPECIAL RESOLUTION

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £4; and
- 2.2 expire on 31 July 2019 (unless renewed, varied or revoked by the Company prior to or on that date)

We hereby confirm the Resolutions have been passed unanimously.

A handwritten signature in black ink, appearing to be 'G. A. Khan', written over a horizontal line.

For and on behalf of SSE plc

Director