

Company Number 04782584

THE COMPANIES ACTS 2006

RESOLUTIONS

OF

W RESOURCES PLC (the "Company")

At the Annual General Meeting of the Company duly convened and held at 14 Curzon Street, Mayfair, London W1J 5HN on 29 June 2016 the following resolutions were duly passed as Ordinary and Special Resolutions Here follows an extract of the minutes of the meeting.

As an Ordinary Resolution

4. THAT The Directors be and are generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "Act") to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £3,000,000 The authority referred to in this resolution shall be in substitution for all other existing authorities and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company The Company may, at any time prior to the expiry of the authority, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the authority and the Directors are hereby authorised to allot relevant securities in pursuance of such offer or agreement as if the authority had not expired

As a Special Resolution

5. THAT The Directors, pursuant to Section 570 of the Act, be empowered to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 4 as if Section 561 of the Act did not apply to any such allotment provided that this power shall be limited to.

- (a) the allotment of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to

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the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their holdings of such ordinary shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities representing fractional entitlements and with legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in, any territory, and

(b) the allotment, other than pursuant to (a) above, of equity securities

- i arising from the exercise of options and warrants outstanding at the date of this resolution, and
- ii other than pursuant to (i) above, up to an aggregate nominal value of £3,000,000

and this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.


Chairman


Date 29/6/16