

---

## COMPLIANCE CERTIFICATE

To: Deutsche Trustee Company Limited as Note Trustee

From: Kelda Finance (No.1) Limited

Dated: 26 July 2016

Dear Sirs

**Trust Deed entered into between Kelda Finance (No.3) plc,  
Kelda Finance (No.1) Limited, Kelda Finance (No.2) Limited and Deutsche Trustee Company  
Limited dated 22 January 2013 (the "Trust Deed")**

We refer to the Trust Deed and the Agreement. This is a Compliance Certificate. Terms defined in the Trust Deed and the Agreement have the same meaning when used in this Compliance Certificate unless given a different meaning herein.

1. We confirm that:

(a) Group RAR is, as at a Calculation Date, the ratio of Total Net Debt to RCV. As at the Calculation Date, on 31 March 2016:

(i) Total Net Debt was £4,806.0m; and

(ii) RCV was £5,833.0m.

Therefore Group RAR was 82.4% as at such Calculation Date and the covenant contained in paragraph (a) of Clause 20.1 (*Financial condition*) of the Agreement has been complied with;

(b) Group PMICR is, in respect of a Calculation Period, the ratio of Cash Flow for that Calculation Period less Capital Maintenance Expenditure to the Total Interest Service for the same Calculation Period.

In respect of the Calculation Period ending 31 March 2016:

(i) Cash Flow was £553.4m;

(ii) Capital Maintenance Expenditure was (£0.0m); and

(iii) Total Interest Service was (£246.2m).


Therefore Group PMICR was 2.25 times for the Calculation Period ending 31 March 2016 and the covenant contained in paragraph (b) of Clause 20.1 (*Financial condition*) of the Agreement has been complied with.

2. We confirm that the Permitted Distributions made by the Obligors in the 12 calendar months prior to the date of this certificate amount to £74.7m in aggregate.

---

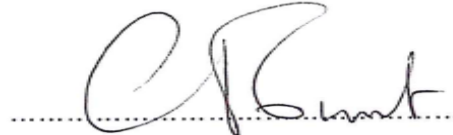
3. With reference to Clause 7.1.15 (Compliance Certificate) of the Trust Deed, we hereby certify that, to the best of our knowledge, information and belief (having made all reasonable enquiries) as at 31 March 2016, no Event of Default or Potential Event of Default and no Event of Default or Potential Event of Default, had existed at any time since 31 March 2016.

Signed:

A handwritten signature in cursive script, appearing to read 'Liz Barber', written over a horizontal dashed line.

**Liz Barber**  
**Director**

Signed:

A handwritten signature in cursive script, appearing to read 'Chantal Forrest', written over a horizontal dashed line.

**Chantal Forrest**  
**Director**