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1	2	3	4	5	6	7
Firma b) Sitz, Niederlassung, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammkapi- tal	a) Allgemeine Vertretungsregelung b) Vorstand, persönlich haftender Gesellschafter, Geschäftsführer, Vertretungsberichtigte und besondere Vertretungsbefugnis	Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Bemerkungen	
13			<p>Folgende Prokuren sind erloschen:  <u>Dr.-Ing. Bäumer, Rüdiger, Dortmund,</u>                      *21.01.1944  <u>Dipl.-Volkswirt Voß, Antonius, Frechen-                      Königsdorf, *02.05.1954</u>                      Gesamtprokura gemeinsam mit einem                      Vorstandsmitglied oder einem anderen                      Prokuristen:  <u>Geweke, Josi, Essen, *25.04.1960</u>  <u>Dr. Heilhoff, Johannes, Bochum,</u>                      *29.04.1952  <u>Schur, Harry, Bochum, *24.01.1958</u>  <u>Zetzsche, Andreas G., Hamburg,</u>                      *20.01.1956</p>		<p>a)                      19.09.2001                      Schroeder</p>	
14			<p>Prokura erloschen:  <u>Dipl.-Ökonom Böttcher, Werner, Duisburg,</u>                      *24.06.1955                      Gesamtprokura gemeinsam mit einem                      Vorstandsmitglied oder einem anderen                      Prokuristen:  <u>Dr. Kosi, Georg, Berg am Stambberger                      See, *09.05.1950</u></p>		<p>a)                      20.11.2001                      Blöcker</p>	
15				<p>a)                      Die Hauptversammlung vom 6. Juni 2002 hat                      beschlossen, die Satzung in § 15 Abs. 2 zu ändern.</p>	<p>a)                      26.06.2002                      Bacht</p>	
16			<p>Prokura erloschen  <u>Dr. rer. pol. Köppe, Matthias, Bochum,</u>                      *24.02.1949</p>		<p>a)                      05.07.2002                      Schroeder</p>	
17			<p>Gesamtprokura gemeinsam mit einem                      Vorstandsmitglied oder einem anderen                      Prokuristen:  <u>Dr. Neuhaus, Amdt, Essen, *01.03.1966</u></p>		<p>a)                      18.07.2002                      Blöcker</p>	
18				<p>b)</p>	<p>a)</p>	

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1	2	3	4	5	6	7
Firma b) Sitz, Niederlassung c) Gegenstand des Unternehmens	Grund- oder Stammkapital	a) Allgemeine Vertretungsregelung b) Vorstand, persönlich haftender Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis	Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Bemerkungen	
19	1.439.756,8 00,00 EUR			Die Quarta-Vermögensverwaltungsgesellschaft mbH, München, (AG München, HRB 77070) ist aufgrund des Verschmelzungsvertrages vom 12. September 2002 und der Zustimmungsbeschlüsse der Haupt- bzw. Gesellschafterversammlung der beteiligten Gesellschaften vom 06. Juni 2002 bzw. 05. Juni 2002 mit der Gesellschaft durch Übertragung ihres Vermögens als Ganzes auf diese gem. § 2 Ziff. 1 UmwG verschmolzen.	a) 05.12.2002 Hüppe	
20			Prokura erteilt: Dr. <u>Kost, Georg, Berg am Starnberger See, *09.05.1950</u>	Der Vorstand hat aufgrund der ihm durch Beschluss der Hauptversammlung vom 07. Juni 2001 erteilten Ermächtigung am 02. Juli 2002 beschlossen, 7.595.000 Stück Stammaktien einzuziehen, §§ 71 Abs. 1 Nr. 8, 237 AktG. Das Grundkapital ist damit von Euro 1.459.200.000,00 EUR um 19.443.200,00 EUR auf 1.439.756.800,00 EUR herabgesetzt; die Kapitalherabsetzung ist durchgeführt. Der Aufsichtsrat hat am 19. September 2002 beschlossen, die Fassung der Satzung in § 4 Abs. 1 (Höhe und Einleitung des Grundkapitals) entsprechend der durchgeführten Kapitalherabsetzung zu ändern.	a) 10.12.2002 Blöcker	
21		b) Vorstand und zugleich Vorstandsvorsitzender: Dr. <u>Kuhnl, Dietmar, Essen, *16.11.1937</u> Bestellt zum Vorstand und zugleich Vorstandsvorsitzender: <u>Roels, Harry, Utrecht (Niederlande), *26.07.1948</u>	Prokura erteilt: <u>Schur, Harry, Bochum, *24.01.1958</u> Gesamtprokura gemeinsam mit einem Vorstandsmitglied oder einem anderen Prokuristen: <u>Terium, Peter, Weert (Niederlande), *25.09.1963</u>		a) 10.02.2003 Blöcker b) Eintragung lfd. Nr. 1 Spalte 4 b) bzgl. Dr. <u>Kuhnl</u> ergänzt	
22		b) Nicht mehr Vorstand: Dr. <u>rer. pol. Klein, Richard R., Essen,</u>			a) 02.04.2003 Brose	

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1	2	3	4	5	6	7
a) Firma b) Sitz, Niederlassung, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammkapital	a) Allgemeine Vertretungsregelung b) Vorstand, persönlich haftender Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis	Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Bemerkungen	
23	2	<p>*23.11.1943                      Nicht mehr                      Vorstand:                      Dipl.-Wirtsch.-Ing. Remmel, Manfred,                      Essen, *25.05.1948                      Nicht mehr                      Vorstandsvorsitzender:                      Dr. Kuhn, Dietmar, Essen, *16.11.1937</p>	<p>Prokura erloschen                      Dr. rer. pol. Teikamp, Heinz-Jürgen,                      Essen, *01.01.1943                      Gesamtprokura gemeinsam mit einem                      Vorstandsmitglied oder einem anderen                      Prokuristen:                      Dr. Kreuzberg, Peter, Dorsten-Lembeck,                      *26.12.1964                      Gesamtprokura gemeinsam mit einem                      Vorstandsmitglied oder einem anderen                      Prokuristen mit der Ermächtigung zur                      Veräußerung und Belastung von                      Grundstücken:                      Riedel, Fred, Düsseldorf, *27.09.1962</p>	<p>a) Die Hauptversammlung hat am 15. Mai 2003 beschlossen, den Gegenstand des Unternehmens und die Satzung in §§ 2 (Gegenstand des Unternehmens), 3 Abs. 2 (Bekanntmachungen), 12 (Vergütung der Aufsichtsratsmitglieder) und 14 Abs. 2 (Einberufung der Hauptversammlung) zu ändern.</p>	<p>a)                      15.04.2003                      Werner</p>	
24	2	<p>Die Gesellschaft leitet eine Gruppe von Unternehmen, die insbesondere auf folgenden Geschäftsfeldern tätig sind: a) Beschaffung und Erzeugung von sowie Versorgung und Handel mit Energie und Energieträgern einschließlich des Baus, des Betriebs und der sonstigen Nutzung von Transportsystemen für Energie und Energieträger; b) Umweltdienstleistungen und -technik einschließlich der Versorgung mit Wasser und Behandlung von Abwasser; c) Aufsuchung, Gewinnung und Verabteilung von Bodenschätzen und anderen Rohstoffen; d) Elektro-</p>			<p>a)                      28.05.2003                      Hüppe</p>	

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1 Eintragung	2 a) Firma b) Sitz, Niederlassung, Zweigniederlassungen c) Gegenstand des Unternehmens	3 Grund- oder Stammkapital	4 a) Allgemeine Vertretungsregelung b) Vorstand, persönlich haftender Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis	5 Prokura	6 a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	7 a) Tag der Eintragung b) Bemerkungen
25	Gebäude- und Kommunikationstechnik, Elektronik, sonstiger Maschinen-, Anlagen- und Gerätebau sowie Erbringung von Ingenieurleistungen; e) Planung, Finanzierung, Bau und Betrieb von Bauten aller Art sowie Erbringung von Gebäudedienstleistungen; f) Telekommunikation, Datenübertragung sowie Dienstleistungserbringung und Handel auf elektronischem Wege; g) Immobilienwirtschaft; h) Handel, Logistik, Transport und Erbringung weiterer Dienstleistungen insbesondere auf den vorbezeichneten Geschäftsfeldern.	3		Prokura erloschen Geweke, Jost, Essen, *25.04.1960 Gesamtprokura gemeinsam mit einem Vorstandsmitglied oder einem anderen Prokuristen: Dr. Mölders, Heinz-Willi, Dormagen, *25.07.1956		a) 13.10.2003 Insel
26				Prokura erloschen. Dr. jur. Müller, Georg, Monheim-Baumberg, *23.02.1963	a) Aktiengesellschaft	a) 05.01.2004 Insel b) Rechtsform der Gesellschaft aus technischen Gründen hier erneut eingetragen.
27				Prokura erloschen: Dipl.-Betriebswirt Schwer, Dieter, Essen, *02.05.1953 Gesamtprokura gemeinsam mit einem Vorstandsmitglied oder einem anderen		a) 12.01.2004 Insel

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1 Antrag a) Firma b) Sitz, Niederlassung, Zweigniederlassungen c) Gegenstand des Unternehmens	2	3 Grund- oder Stammkapi- tal	4 a) Allgemeine Vertretungsregelung b) Vorstand, persönlich haftender Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis	5 Prokura	6 a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	7 a) Tag der Eintragung b) Bemerkungen
28		3		Prokuristen: Ramakrishnan, Chittur, Hohenkirchen, *30.01.1951		7
29		b) Bestellt zum Vorstand: Bonekamp, Berthold, Grevenbroich, *02.09.1950		Gesamtprokura gemeinsam mit einem Vorstandsmitglied oder einem anderen Prokuristen: Dietlmaier, Peter, Pöcking, *14.06.1960	a) Die Hauptversammlung hat am 15. April 2004 beschlossen, die Satzung in § 12 (Vergütung) zu ändern.	a) 10.05.2004 Stiehmans
30				Gesamtprokura gemeinsam mit einem Vorstandsmitglied oder einem anderen Prokuristen: Heck, Volker, Essen, *08.07.1965		a) 03.08.2004 Insel
31				Prokuren erloschen: Dr. Kreuzberg, Peter, Dorsten-Lembeck, *26.12.1954 Dr. Mölders, Heinz-Wilji, Dormagen, *25.07.1956 Gesamtprokura gemeinsam mit einem Vorstandsmitglied oder einem anderen Prokuristen: Dr. Bünting, Hans Friedrich, Mülheim an der Ruhr, *22.10.1964 Dr. Böss, Manfred, Hofheim, *20.02.1958 Dr. Rüter, Hans-Dieter, Wegberg-Beeck, *15.01.1955		a) 13.01.2005 Insel
32		b) Nicht mehr Vorstand: Dr. Matichel, Gerf, Dortmund, *04.02.1949				a) 16.03.2005 Insel
33				Prokura erloschen		a)

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	1	2	3	4	5	6	7
	a) Firma b) Sitz, Niederlassung, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammkapi- tal	a) Allgemeine Vertretungsregelung b) Vorstand, persönlich haftender Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis	Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Bemerkungen	
34					<p>Dr. Neuhaus, Arndt, Essen, *01.03.1966</p> <p>Gesamtprokura gemeinsam mit einem Vorstandsmitglied oder einem anderen Prokuristen: Morlisse, Hulb, Volen, *02.04.1964</p> <p>Prokura erloschen: Tenjum, Peter, Wiert (Niederlande), *26.09.1963</p> <p>Gesamtprokura gemeinsam mit einem Vorstandsmitglied oder einem anderen Prokuristen: Dr. Günther, Bernhard P., Mülheim, *08.01.1967</p>		a) 10.06.2005 Insel
35			b) Bestellt zum Vorstand: Fitting, Alwin, Westhofen, *12.03.1953	<p>Prokura erloschen: Dr.-Ing. Heilhoff, Johannes, Bochum, *29.04.1952</p>		a) 04.08.2005 Insel	
36						a) 04.11.2005 Henweeer	
37						<p>a) 11.11.2005 Henweeer</p> <p>b) Eintragung lfd. Nr. 36 Spalte 6 a) hinsichtlich Schreibfehler berichtigt</p>	

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a) Firma b) Sitz, Niederlassung, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammkapi- tal	a) Allgemeine Vertretungsregelung b) Vorstand, persönlich haftender Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnisse	Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Bemerkungen	



Esseen, 20.04.2006  
 Der Ausdruck bezeugt den Inhalt des Handelsregisters  
 Moritz, Justizangestellte  
 Urkundsbeamtin der Geschäftsstelle



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Land: Bundesrepublik Deutschland

Diese öffentliche Urkunde

2. ist unterschrieben von der Justizangestellten Moritz bei dem Amtsgericht  
Essen \_\_\_\_\_

3. in ihrer Eigenschaft als Urkundsbeamter der Geschäftsstelle \_\_\_\_\_

4. sie ist versehen mit dem Stempel des Amtsgerichts Essen \_\_\_\_\_

Bestätigt

5. in 45130 Essen \_\_\_\_\_ 6. am 20. April 2006 \_\_\_\_\_

7. durch den Präsidenten des Amtsgerichts \_\_\_\_\_

8. unter Nr. 79/2006 \_\_\_\_\_

9. Siegel:

10. Unterschrift:



(Koschmieder)

- Translation from the German, page 1 -

[stamp of the District Court of Essen]

Simple / Official Printout

Issued 20 April 2006

It should be noted that the underlined sections of the entry in the following printout have been deleted in accordance with the amendment and deletion notes.

## District Court of Essen

For

### Commercial Register

Section B

No. 14525

No. of entry	a) Company name b) Legal domicile c) Object of the company	Share capital	a) General rule for representation b) Authorised representatives and special power of representation	Prokura (statutory authority)	a) Articles of Incorporation b) Other legal relationships	a) Date of entry and confirmation b) Notes
1	2	3	4	5	6	7
1	<p>a) <u>RWE Aktiengesellschaft für Beteiligungen</u> b) Essen c) The company shall manage a group of enterprises operating in particular in the following business segments: a) procurement, generation and supply of, and trading in, energy and energy sources, including the construction, operation and any other use of transportation systems for energy, and energy sources; b) environmental services and engineering, including the supply of water and the treatment of waste water; c) prospecting, extraction and processing of mineral resources and other raw materials, as well as of chemicals and petrochemical products; d) electrical engineering, building installations, communications technology and electronics; other areas of mechanical and plant engineering, the provision of engineering services; e) planning, financing, construction and operation of buildings of all kinds and the provision of building services; f) telecommunications, data transfer and the provision of services and trading using electronic media; g) real estate business; h) trading, logistics, transportation and the provision of further services, in particular in the forenamed business segments.</p>	<p>EUR 1.459.200.000,00</p>	<p>a) The company shall be represented by two members of the Executive Board or by one member of the Executive Board together with one "Prokurist" (officer with statutory authority) b) Executive Board: <u>Dr. Kybitt, Dietmar, Essen, DOB 16.11.1937</u> Executive Board: <u>Dr. Sturany, Klaus, Dortmund, DOB 23.10.1946</u> Executive Board: <u>Zilius, Jan, Cologne, DOB 20.04.1946</u></p>	<p><u>Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority.</u> <u>Dr. rer. pol. Koths, Daniel, Duisburg, DOB 15.11.1946</u> <u>Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority.</u> <u>Dr. Jür. Müller, Georg, Monheim-Baymberg, DOB 23.02.1963</u> <u>Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority.</u> <u>Dr. rer. pol. Teikamp, Heinz-Jürgen, Essen, DOB 01.01.1943</u></p>	<p>a) Stock corporation which arose from RWE Gesellschaft für Beteiligungen mbH, Düsseldorf, by a change in legal form. Articles of Incorporation of 10 August 2000, amended by a resolution of the General Meeting of 22 September 2000. The same General Meeting resolved to conditionally increase the share capital by up to EUR 51.200.000,00, made up of up to 20.000.000 class A common shares, amending Art. 4, para. 2, of the Articles of Incorporation accordingly. On 10 October 2000, the General Meeting resolved to move the company's domicile from Düsseldorf to Essen and amend Art. 1, para. 2 (Domicile) of the Articles of Incorporation accordingly. b) Pursuant to section 123, subsection 2, no. 1. of the German Transformation Act, and based on the spin-off and take-over agreement dated 4 October 2000, RWE Power Aktiengesellschaft, Essen, has spun off part of its assets, namely all shares of RWE Plus Aktiengesellschaft, Essen, to be wholly absorbed by way of transfer to the company. The General Meeting of RWE Power Aktiengesellschaft consented to the above agreement by resolution of 4 October 2000. The spin-off shall only become effective upon entry in the register at the domicile of the transferring company.</p>	<p>a) 26.10.2000 Möritz b) formerly Düsseldorf Local Court, HRB 39488 RWE Power Aktiengesellschaft Essen Local Court, HRB 8209</p>
2					<p>b) The spin-off has been entered in the register of the transferring company RWE Power Aktiengesellschaft, Essen (Essen Local Court, HRB 8209), on 30 October 2000; ex officio entry in accordance with section 20, subsection 2, of the German Transformation Act.</p>	<p>a) 10.11.2000 Hüppe</p>

Company number: HRB 14525

Official printout

Commercial Register B of the District Court of Essen

Request of 20 April 2006, 10:37 a.m.

This printout is not signed and has the status of a certified copy

No. of entry	a) Company name b) Legal domicile c) Object of the company	Share capital	a) General rule for representation b) Authorised representatives and special power of representation	Prokura (statutory authority)	a) Articles of Incorporation b) Other legal relationships	a) Date of entry and confirmation b) Notes
		3	4	5	6	7
3					a) The General Meeting resolved on 13 October 2000, to amend Art. 7 of the Articles of Incorporation (Transactions subject to approval by the Supervisory Board).	a) 15.11.2000 Hüppe
4					b) Pursuant to section 2, no. 1, of the German Transformation Act and based on the merger agreement of 4 July 2000 and the resolutions requiring approval of the Shareholders' Meeting of the company of 4 July 2000, the General Meeting of VEW Aktiengesellschaft of 27 June 2000 and the General Meeting of RWE Aktiengesellschaft of 29 June 2000, RWE Aktiengesellschaft, Essen (Essen Local Court, HRB 193) and VEW Aktiengesellschaft, Dortmund (Dortmund Local Court, HRB 2070) have been merged with the company by transfer of their assets as a whole to the company.	a) 24.11.2000 Hüppe
5	a) RWE Aktiengesellschaft				a) The General Meeting of 30 October 2000, resolved to alter the name of the company and amend Art. 1 of the Articles of Incorporation accordingly.	a) 24.11.2000 Hüppe

No. of entry	a) Company name b) Legal domicile c) Object of the company	Share capital	4 a) General rule for representation b) Authorised representatives and special power of representation	5 Prokura (statutory authority)	6 a) Articles of Incorporation b) Other legal relationships	7 a) Date of entry and confirmation b) Notes
6			<p>b) Appointed to the Executive Board.  <u>Dr. rer. pol. Klein, Richard R., Essen, DOB 23.11.1943</u>                      Appointed to the Executive Board.  <u>Dr. Maichel, Gert, Dortmund, DOB 04.02.1949</u>                      Appointed to the Executive Board.  <u>Dipl.-Wirtsch.-Ing. Rimmel, Manfred, Essen DOB 25.05.1946</u></p>	<p>Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority.  <u>Ingo, Essen, DOB 27.11.1962</u>  <u>Dr. rer. pol. Baan, Willem, Essen, DOB 15.07.1941</u>  <u>Dipl.-Ökonom Böttchel, Werner, Duisburg, DOB 24.06.1955</u>  <u>Dr. rer. nat. Kariisch, Johannes, Bochum, DOB 05.10.1957</u>  <u>Dipl.-Kaufmann Lambertz, Georg K., Essen, DOB 29.04.1948</u>  <u>Dipl.-Betriebswirt Schweel, Dieter, Essen, DOB 02.05.1953</u>  <u>Dr. Straßburg, Wolfgang, Essen, DOB 16.09.1945</u>  <u>Dipl.-Volkswirt Voß, Antonius, Frechen-Königsdorf, DOB 02.05.1954</u></p>	<p>Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority, with the power to dispose of and encumber real estate.  <u>Dr. Iur. Wilde, Harald, Essen, DOB 04.10.1937</u>                      Due to change in representation now joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority, with the power to dispose of and encumber real estate.  <u>Dr. rer. pol. Talkamp, Heinz-Jürgen, Essen, DOB 01.01.1943</u></p>	<p>a) 06.12.2000                      Moritz</p>

Commercial Register B of the District Court of Essen

Official printout  
Request of 20 April 2006, 10:37 a.m.

Company number: HRB 14525

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No. of entry	1 a) Company name b) Legal domicile c) Object of the company	2 Share capital	3 a) General rule for representation b) Authorised representatives and special power of representation	4 Prokura (statutory authority)	5 a) Articles of Incorporation b) Other legal relationships	6 a) Date of entry and confirmation b) Notes
7				Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority. Dr.-Ing. Bäumer, Rüdiger, Dortmund, DOB 21.01.1944	a) The General Meeting resolved on 20 November 2000, to amend the provisions regarding the Supervisory Board in the Articles of Incorporation, namely Articles 8 (Constitution, tenure, resignation of office), 9 (Chairman and vice-chairman), 10 (Calling of meeting, resolutions), 11 (Rules of procedure) and 12 (Remuneration)	a) 05.01.2001 Moritz
8				The following statutory authority has expired: Dr. rer. pol. Baan, Willem, Essen, DOB 15.07.1941 The following statutory authority has expired: Dr. Jfr. Wilde, Harald, Essen, DOB 04.10.1937 The following statutory authority has expired: Dr. Jfr. Müller, Georg, Monheim-Baumberg, DOB 23.02.1963 Due to a change in representation, now joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority, with the power to dispose of and encumber real estate, Dr. Müller, Georg, Monheim-Baumberg, DOB 23.02.1963		12.01.2001 Blocker
9						12.01.2001 Blocker b) The statutory authority of Dr. Müller, Georg was cancelled to change his power of representation. Ex officio corrective entry re serial no. 8.

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No. of Entry	a) Company name b) Legal domicile c) Object of the company	Share capital	a) General rule for representation b) Authorised representatives and special power of representation	Prokura (statutory authority)	a) Articles of incorporation b) Other legal relationships	a) Date of entry and confirmation b) Notes
1	2	3	4	5	6	7
10				Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority. Müller, Klaus-Peter, Dinslaken, DOB 18.12.1948		a) 24.01.2001 Blocker
11					a) The General Meeting resolved on 7 June 2001, to amend Articles 10 (Calling of meeting and resolutions by the Supervisory Board), 15 (Attendance at the General Meeting), 16 (Resolutions by the General Meeting), and 17 (Charing the General Meeting) in the Articles of Incorporation.	a) 27.06.2001 Hüppe
12					a) Pursuant to the authority conveyed to it in Art. 10, para. 9, of the Articles of Incorporation, the Supervisory Board resolved on 27 June 2001 to amend the wording of Articles 4 (Amount and division of capital stock, conditional capital) and 18 (Appropriation of profits) in the Articles of Incorporation.	a) 30.07.2001 Hüppe
13				The following statutory authorities have expired: Dr.-Ing. Bäumer, Rüdiger, Dortmund, DOB 21.01.1944 Dipl.-Volkswirt Voß, Antonius, Frechen-Königsdorf, DOB 02.05.1954 Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority: Geweke, Jost, Essen, DOB 25.04.1960 Dr. Heilhoff, Johannes, Bochum, DOB 29.04.1952 Schulz, Harry, Bochum, DOB 24.01.1958 Zeische, Andreas G., Hamburg, DOB 20.01.1936		19.09.2001 Schroeder

Commercial Register B of the District Court of Essen

Official printout

Company number: HRB 14525

Request of 20 April 2006, 10:37 a.m.

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No. of entry	a) Company name b) Legal domicile c) Object of the company	Share capital	a) General rule for representation b) Authorised representatives and special power of representation	Prokura (statutory authority)	a) Articles of Incorporation b) Other legal relationships	a) Date of entry and confirmation b) Notes
14				The following statutory authority has expired: Dipl.-Ökonom Böttcher, Werner, Duisburg, DOB 24.06.1955 Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority: Dr. Kost, Georg, Berg am Starnberger See, DOB 09.05.1950		20.11.2001 Blocker
15					a) The General Meeting resolved on 6 June 2002, to amend Art. 15, para. 2, of the Articles of Incorporation.	a) 26.06.2002 Bacht
16				The following statutory authority has expired Dr. rer. pol. Köppel, Matthias, Bochum, DOB 24.02.1949		05.07.2002 Schroeder
17				Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority: Dr. Neuhaus, Arndt, Essen, DOB 01.03.1966		18.07.2002 Blocker



Commercial Register B of the District Court of Essen

Official printout

Request of 20 April 2006, 10:37 a.m.

Company number:

HRB 14525

This printout is not signed and has the status of a certified copy

1 No. of entry	2 a) Company name b) Legal domicile c) Object of the company	3 Share capital	4 a) General rule for representation b) Authorised representatives and special power of representation	5 Prokura (statutory authority)	6 a) Articles of Incorporation b) Other legal relationships	7 a) Date of entry and confirmation b) Notes
18					<p>b) Pursuant to section 2, no. 1, of the German Transformation Act and based on the merger agreement of 12 September 2002 and the resolutions requiring approval of the General and Shareholders' Meetings of the companies involved of 6 June 2002 and 5 June 2002, respectively, Quarta-Vermögensverwaltungs-gesellschaft mbH, Munich, (Munich Local Court, HRB 77070) has been merged with the company by transfer of their assets as a whole to the company.</p>	<p>a) 14.10.2002 Hüppe</p>
19		1,439,756,800.00 EUR			<p>a) On the basis of the authorisation granted to it by a resolution by the General Meeting on 7 June 2001, the Executive Board resolved on 2 July 2002 to withdraw 7,595,000 common shares in accordance with Art.71, para.1 No. 8, 237 AktG (German Shares Act). The share capital of 1,459,200,000.00 EUR has therefore been reduced by 19,443,200.00 EUR to 1,439,756,800.00 EUR. The share capital reduction has taken place. On 19 September 2002 the Supervisory Board resolved to amend Art.4, para. 1, (amount and division of capital stock) in the Articles of Incorporation in accordance with the implemented share capital reduction.</p>	<p>a) 05.12.2002 Hüppe</p>
20						<p>10.12.2002 Blöcker</p>
21			<p>b) Executive of the Board as well as Chief Executive Officer: Dr. Kuhn, Dietmar, Essen, DOB 16.11.1937 Appointed to the Executive Board as well as Chief Executive Officer: Roels, Harry, Utrecht (Holland), DOB 26.07.1948</p>	<p>The following statutory authority has expired Dr. Kosl, Georg, Berg am Starnberger See, DOB 09.05.1950 The following statutory authority has expired Schur, Harry, Bochum, DOB 24.01.1958 Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority: Terium, Peter, Weerl (Holland), DOB 26.09.1963</p>		<p>a) 10.02.2003 Blöcker b) Current entry No. 1, column 4 b) regarding Dr. Kuhn amended</p>

Commercial Register B of the District Court of Essen

Official printout  
Request of 20 April 2006, 10:37 a.m.

Company number: HRB 14525

1	2	3	4	5	6	7
No. of entry	a) Company name b) Legal domicile c) Object of the company	Share capital	This printout is not signed and has the status of a certified copy a) General rule for representation b) Authorised representatives and special power of representation	Prokura (statutory authority)	a) Articles of Incorporation b) Other legal relationships	a) Date of entry and confirmation b) Notes
22			<p>b) No longer Executive Board. Dr. rer. pol. Klein, Richard R., Essen, DOB 23.11.1943 No longer Executive Board. Dipl.-Wirtsch.-Ing. Rimmel, Manfred, Essen DOB 25.05.1946 No longer Executive Board and no longer Chief Executive Officer. Dr. Kuhn, Dietmar, Essen, DOB 16.11.1937</p>			<p>a) 02.04.2003 Brose</p>
23				<p>The following statutory authority has expired Dr. rer. pol. Teikamp, Heinz-Jürgen, Essen, DOB 01.01.1943 Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority: Dr. Kreuzberg, Peter, Dorsten-Lembeck, DOB 26.12.1964 Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority, with the power to dispose of and encumber real estate: Riedel, Fred, Düsseldorf, DOB 27.09.1962</p>		<p>15.04.2003 Werner</p>

Company number: HRB 14525

Commercial Register B of the District Court of Essen  
 Official printout  
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1	2	3	4	5	6	7	
24	<p>c) The company shall manage a group of enterprises operating in particular in the following business segments:</p> <p>a) procurement, generation, supply of and trading in energy and energy sources, including the construction, operation and any other use of transportation systems for energy and energy sources; b) environmental services and engineering, including the supply of water and the treatment of waste water, c) prospecting, extraction and processing of mineral resources and other raw materials; d) electrical engineering, building installations, communications technology and electronics; other areas of mechanical and plant engineering; the provision of engineering services; e) planning, financing, construction and operation of buildings of all kinds and the provision of building services; f) telecommunications, data transfer and the provision of services and trading using electronic media; g) real estate business; h) trading, logistics, transportation and the provision of further services, in particular in the forenamed business segments.</p>					<p>a) The General Meeting resolved on 15 May 2003, to amend the object of the company as well as art. 2 (Object of the company), art. 3, para. 2 (Publications), art. 12 (Remuneration of the members of the Supervisory Board), and art. 14, para. 2 (Calling of the General Meeting) of the Articles of Incorporation.</p>	<p>a) 28.05.2003 Hüppe</p>
25				<p>The following statutory authority has expired:                  Gewerbe, Josl, Essen, DOB 25.04.1960                  Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority.                  Dr. Mölders, Heinz-Wilki, Dormagen, DOB 25 JAN 1956</p>			<p>13.10.2003 Insel</p>

Commercial Register B of the District Court of Essen      **Official printout**      Company number      HRB 14525  
 Request of 20 April 2006, 10:37 a.m.

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1	2	3	4	5	6	7
No. of entry	a) Company name b) Legal domicile c) Object of the company	Share capital	a) General rule for representation b) Authorised representatives and special power of representation	Prokura (statutory authority)	a) Articles of Incorporation b) Other legal relationships	a) Date of entry and confirmation b) Notes
26				The following statutory authority has expired: <u>Dr. Jur. Müller, Georg, Monheim-Raumberg, DOB 23.02.1963</u>	a) Stock corporation	a) 05.01.2004 Insel b) Legal status of the corporation entered here again for technical reasons.
27				The following statutory authority has expired: <u>Dipl.-Betriebswirt Schwere, Dieter, Essen, DOB 02.05.1953</u>  Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority: <u>Ramekrishnan, Chiturr, Hohenkirchen, DOB 30 January 1951</u>		a) 12.01.2004 Insel
28					a) The General Meeting resolved on 15 April 2004 to amend the Articles of Incorporation in Article 12 (Remuneration).	a) 10.05.2004 Stehmans

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No. of entry	a) Company name b) Legal domicile c) Object of the company	Share capital	a) General rule for representation b) Authorised representatives and special power of representation	Prokura (statutory authority)	a) Articles of Incorporation b) Other legal relationships	a) Date of entry and confirmation b) Notes
1	2	3	4	5	6	7
29			b) Appointed to the Executive Board: Bonekamp, Berthold, Grevenbroich, DOB 2 September 1950	Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority: Diestmaier, Peter, Pöcking, DOB 14 June 1960		a) 19.05.2004 Insel
30				Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority: Heck, Volker, Essen, DOB 8 July 1965		03.08.2004 Insel
31				The following statutory authority has expired: Dr. Kreuzberg, Peter, Doosten-Lembeck, DOB 26.12.1964 Dr. Mölders, Heinz-Willi, Demmagen, DOB 25 July 1956	Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority: Dr. Bünning, Hans Friedrich, Mülheim an der Ruhr, DOB 22 October 1964 Dr. Doss, Manfred, Hofheim, DOB 20 February 1958 Dr. Rüler, Hans Dieter, Wegberg-Beeck, DOB 15 January 1955	13.01.2005 Insel
32			b) No longer Executive Board: Dr. Matchel, Gert, Dortmund, DOB 04.02.1949			a) 16.03.2005 Insel

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No. of entry	a) Company name b) Legal domicile c) Object of the company	Share capital	a) General rule for representation b) Authorised representatives and special power of representation	Prokura (statutory authority)	a) Articles of Incorporation b) Other legal relationships	a) Date of entry and confirmation b) Notes
1	2	3	4	5	6	7
33				The following statutory authority has expired: Dr. Neuhaus, Arndt, Essen, DOB: 01.03.1956 Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority: Morellisse, Huib, Velen, DOB: 02.04.1964		11.04.2005 Insel
34				The following statutory authority has expired: Terium, Peter, Weest (Netherlands), DOB: 26.09.1963 Joint statutory authority jointly with one member of the Executive Board or another officer with statutory authority: Dr. Günther, Bernhard P., Mülheim, DOB: 08.01.1967		10.06.2005 Insel
35			b) Appointed to the Executive Board: Fitting, Alwin, Westhofen, DOB: 12.03.1953	The following statutory authority has expired: Dr. Heithoff, Johannes, Bochum, DOB: 29.04.1952		a) 04.08.2005 Insel
36					a) The General Meeting resolved on 14 April 2005 to amend the Articles of Incorporation in Articles 14 (Place and calling of meeting) and 15 (Attendance at General Meeting). Article 17 of the Articles of Incorporation (Chairing the General Negotiations) was also extended by a new paragraph (3).	a) 4.11.2005 Henewear

Company number HRB 14525

Commercial Register B of the District Court of Essen

Official printout

Request of 20 April 2006, 10:37 a.m.

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1						
37					a) The General Meeting resolved on 14 April 2005 to amend the Articles of Incorporation in Articles 14 (Place and calling of meeting) and 15 (Attendance at General Meeting). Article 17 of the Articles of Incorporation (Chairing the General Meeting) was also extended by a new paragraph (3).	a) 4.11.2005 Heneweer b) Typing error in entry No. 36, column 6 a) corrected

Essen, 20 April 2006  
 The printout certifies the contents of the Commercial Register.  
 Montz, Clerk of the Court [signature]  
 Certifying Officer of the Record Office [stamp of the District Court of Essen]

**APOSTILLE**  
**(Convention de La Haye du 5 octobre 1961)**

1. Country: Federal Republic of Germany

This public document

2. has been signed by the Clerk of the Court Ms. Moritz at District Court of Essen

3. in her capacity as Certifying Officer of the Record Office

4. It has been provided with the stamp of the District Court of Essen

**Confirmed**

5. in 45130 Essen 6. on 20 April 2006

7. by the President of the District Court

8. under No. 79 / 2006

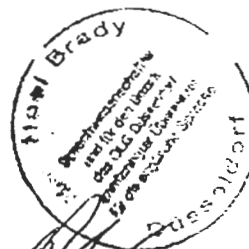
9. Stamp/Seal:

[stamp of the Regional Court of Essen]

10. Signature:

[Signature]  
(Koschmieder)

***This is to certify that the above text is  
the complete translation of and in strict  
conformity with the German original***





# Gesellschaftsvertrag

## § 1

### Firma, Sitz

- (1) Die Gesellschaft führt die Firma:

Thames Water Aqua Holdings GmbH.

- (2) Sitz der Gesellschaft ist Essen.

## § 2

### Gegenstand des Unternehmens

- (1) Gegenstand des Unternehmens ist der Erwerb und die Verwaltung von Beteiligungen an Unternehmen im In- und Ausland.
- (2) Die Gesellschaft ist berechtigt, alle Geschäfte vorzunehmen, die mit dem Gegenstand des Unternehmens zusammenhängen oder ihm unmittelbar oder mittelbar zu dienen geeignet sind.
- (3) Die Gesellschaft kann andere Unternehmen gründen, erwerben und sich an ihnen beteiligen, insbesondere an solchen, deren Unternehmensgegenstände sich ganz oder teilweise auf das vorgenannte Geschäftsfeld erstrecken. Sie kann Unternehmen, an denen sie beteiligt ist, unter ihrer einheitlichen Leitung zusammenfassen oder sich auf die Verwaltung der Beteiligungen beschränken.

## § 3

### Geschäftsjahr, Bekanntmachungen

- (1) Das Geschäftsjahr läuft vom 01. Januar bis zum 31. Dezember eines jeden Jahres.
- (2) Die Dauer der Gesellschaft ist unbestimmt.
- (3) Die Bekanntmachungen der Gesellschaft erfolgen im elektronischen Bundesanzeiger.

#### **§ 4 Stammkapital**

Das Stammkapital der Gesellschaft beträgt 501.000.000,00 € (in Worten: fünfhundert-einemillion EURO). Das Stammkapital ist in voller Höhe eingezahlt.

#### **§ 5 Einberufung von Gesellschafterversammlungen**

- (1) Die Gesellschafterversammlungen werden durch die Geschäftsführer einberufen. Die Einladung erfolgt durch einfachen Brief unter Mitteilung der Tagesordnung, Ort, Zeit und ergänzender Erläuterungen mit einer Frist von zwei Wochen. Bei der Fristberechnung werden der Tag der Absendung und der Tag der Gesellschafterversammlung nicht mitgerechnet. In dringenden Fällen kann auch mündlich, fermündlich, per Telefax oder durch Verwendung eines anderen gebräuchlichen Kommunikationsmittels mit einer Frist von zehn Tagen einberufen werden.
- (2) Die ordentliche Gesellschafterversammlung ist innerhalb der ersten sechs Monate des Geschäftsjahres abzuhalten. Eine außerordentliche Gesellschafterversammlung findet auf Veranlassung der Geschäftsführer statt oder wenn dieses von der Gesellschafterin verlangt wird.

#### **§ 6 Beschlussfassung**

- (1) Die Geschäftsführer nehmen an der Gesellschafterversammlung teil, sofern diese im Einzelfall nicht etwas anderes beschließt.
- (2) Die Gesellschafterbeschlüsse können auch außerhalb einer Versammlung schriftlich, per Telefax oder durch Verwendung eines anderen gebräuchlichen Kommunikationsmittels gefasst werden.
- (3) Über den wesentlichen Verlauf der Gesellschafterversammlung und die gefassten Beschlüsse haben die Geschäftsführer unverzüglich, spätestens jedoch vier Wochen nach der Gesellschafterversammlung ein Protokoll anzufertigen, das von der Gesellschafterin und dem Protokollführer zu unterschreiben ist. Soweit die Geschäftsführer an der Gesellschafterversammlung nicht teilnehmen, wird das Protokoll von einer von der Gesellschafterin zu bestimmenden Person angefertigt.

## **§ 7**

### **Zuständigkeit der Gesellschafterversammlung**

- (1) Der Beschlussfassung und Zustimmung der Gesellschafterversammlung unterliegen die ihr nach Gesetz, Gesellschaftsvertrag oder durch sonstige Regelungen vorbehaltenen Maßnahmen, insbesondere:
  - a) die Feststellung des Jahresabschlusses und die Verwendung des Ergebnisses,
  - b) die Entlastung der Geschäftsführer,
  - c) die Wahl des Abschlussprüfers,
  - d) die Bestellung und Abberufung der Geschäftsführer sowie Abschluss, Änderung und Beendigung von Dienstverträgen mit Geschäftsführern,
  - e) Änderungen oder Ergänzungen des Gesellschaftsvertrages, insbesondere Erhöhung und Herabsetzung des Stammkapitals.
- (2) Die Gesellschafterversammlung ist berechtigt, sich die Zustimmung für Rechtsgeschäfte und Maßnahmen der Geschäftsführer im Einzelfall vorzubehalten und durch Beschluss den Kreis der zustimmungsbedürftigen Rechtsgeschäfte festzustellen, zu erweitern oder einzuschränken.

## **§ 8**

### **Geschäftsführer**

- (1) Die Gesellschaft hat einen oder mehrere Geschäftsführer.
- (2) Ist nur ein Geschäftsführer bestellt, vertritt er die Gesellschaft allein.
- (3) Sind mehrere Geschäftsführer bestellt, so wird die Gesellschaft durch zwei Geschäftsführer gemeinschaftlich oder durch einen Geschäftsführer in Gemeinschaft mit einem Prokuristen vertreten. Sind mehrere Geschäftsführer bestellt, kann jedem Einzelnen von ihnen durch Beschluss der Gesellschafterversammlung die Befugnis zur Einzelvertretung eingeräumt werden.
- (4) Jedem Geschäftsführer kann durch Gesellschafterbeschluss Befreiung von den Beschränkungen des § 181 BGB erteilt werden.

## **§ 9**

### **Jahresabschluss und Ergebnisverwendung**

- (1) Der Jahresabschluss ist innerhalb der ersten drei Monate nach Abschluss des Geschäftsjahres aufzustellen und - soweit eine Prüfung gesetzlich oder durch Beschluss der Gesellschafterversammlung vorgeschrieben ist - durch den von der Gesellschafterversammlung gewählten Abschlussprüfer zu prüfen.
- (2) Die Geschäftsführer haben der Gesellschafterin den Jahresabschluss und den Prüfungsbericht des Abschlussprüfers unverzüglich nach Fertigstellung - möglichst mit der Einladung zur ordentlichen Gesellschafterversammlung, die über die Feststellung des Jahresabschlusses und die Verwendung des Ergebnisses zu beschließen hat, spätestens 10 Tage vor der Gesellschafterversammlung - gemeinsam mit ihrem Vorschlag zur Gewinnverwendung zur Beschlussfassung vorzulegen.

## **§ 10**

### **Schlussbestimmungen**

Sollten einzelne Bestimmungen des Gesellschaftsvertrages ungültig sein oder werden, so bleibt der Vertrag im Übrigen gleichwohl gültig. In einem solchen Fall ist die ungültige Bestimmung des Gesellschaftsvertrages durch Beschluss der Gesellschafter so zu ändern, dass der mit der ungültigen Bestimmung beabsichtigte wirtschaftliche Zweck erreicht wird. Dasselbe soll dann gelten, wenn bei Durchführung des Gesellschaftsvertrages eine ergänzungsbedürftige Lücke offenbar wird.

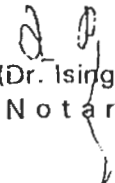
## **§ 11**

### **Gründungsaufwand**

Die Kosten der Gesellschaftsgründung (Beurkundungskosten, Gerichts- und Veröffentlichungskosten, Kosten der Handelsregisteranmeldung einschließlich etwaiger erforderlicher Genehmigungserklärungen) trägt die Gesellschaft bis zu einer Höhe von 5.000,00 €. Etwaige darüber hinausgehende Gründungskosten trägt die Gründungsgesellschafterin.

Ich bescheinige hiermit, dass die vorstehende Fassung des Gesellschaftsvertrages der Thames Water Aqua Holdings GmbH, Essen, deren vollständigen Wortlaut, wie er sich unter Berücksichtigung aller bisherigen Änderungen ergibt, enthält und mit der zuletzt zum Handelsregister eingereichten Fassung übereinstimmt.

Essen, den 11. April 2006

  
(Dr. Ising)  
Notar

# APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Land: Bundesrepublik Deutschland

Diese öffentliche Urkunde

2. ist unterschrieben von **Notar Dr. Peter Ising**

3. in seiner Eigenschaft als Notar in Essen

4. sie ist versehen mit dem Siegel des Notars Dr. Peter Ising in Essen

## Bestätigt

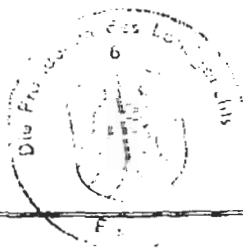
5. in **Essen** am **12.** April 2006

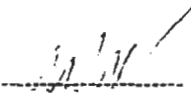
7. durch die Präsidentin des Landgerichts Essen

8. unter Nr. 91 E 1 / **105 94 1 / 2006**

9. Stempel/Siegel:

10. Unterschrift:



  
\_\_\_\_\_  
(Dr. Ising)

## Articles of Association

### Article 1

#### Corporate name, domicile

- (1) The company's name is:

**Thames Water Aqua Holdings GmbH.**

- (2) The domicile of the company is Essen.

### Article 2

#### Object of the Company

- (1) The object of the company is the acquisition and the administration of shares in companies in Germany and abroad.
- (2) The company is entitled to engage in any business related to the above object of the company, or which are directly or indirectly suited to serving this object.
- (3) The company may establish, acquire or take interests in other companies, in particular in those whose object includes completely or partially the aforementioned fields of business. It may centralize companies, in which it participates, under its own management or restrict itself to the administration of the participation.

### Article 3

#### Fiscal year, Announcements

- (1) The fiscal year of the company is from 1 January to 31 December of each year.
- (2) The company shall continue for an indefinite period.

- (3) Announcements of the company shall be made in the electronic *Bundesanzeiger* (German Federal Gazette).

#### **Article 4** **Share Capital**

The share capital of the company is € 501.000.000 (in words: five hundred and one million Euro). The share capital has been paid in full.

#### **Article 5** **Convening of shareholders' meetings**

- (1) Shareholders' meetings are convened by the managing directors. Invitation is made by non-registered letter including notice of the agenda, location, time and any additional explanations, with a notice period of two weeks. The notice period does not include the day of despatch of the invitation and the day of the shareholders' meeting. In urgent cases, a meeting may be convened by verbal communication, telephone, telefax or any other customary means of communication with a notice period of ten days.
- (2) The ordinary shareholders' meeting must be held within the first six months of the fiscal year. An extraordinary shareholders' meeting shall be held when convened by the managing directors or when so requested by the shareholder.

#### **Article 6** **Passing of Resolutions**

- (1) The managing directors participate in the shareholders' meeting, except where the latter has resolved otherwise for the individual case.



- (2) Shareholder's resolutions may be passed without a meeting in written form, by telefax or by any other customary means of communication.
- (3) The management must prepare minutes of each shareholders' meeting without delay, at the latest four weeks after such shareholders' meeting, which record the essential course of the shareholders' meeting. These minutes are to be signed by the shareholder and the secretary of the meeting. In the event that the management did not participate in the shareholders' meeting, the minutes will be prepared by a person to be nominated by the shareholder.

#### **Article 7**

##### **Responsibilities of the Shareholders' Meeting**

- (1) The shareholders' meeting shall pass resolutions pertaining to and shall decide on all measures provided for by law, the articles of association and other regulations, specifically:
  - a) the adoption of the annual accounts and the appropriation of profit,
  - b) discharging of the managing directors,
  - c) the election of the auditors,
  - d) the appointment or removal of the managing directors as well as the conclusion, amendment and termination of employment contracts with managing directors,
  - e) amendments of, or supplements to, the articles of association, especially the increase or reduction of the share capital.
- (2) The shareholders' meeting is entitled to reserve to itself the approval of legal transactions and managerial measures in individual cases and, by resolution, to determine, extend or limit the scope of legal transactions requiring approval.

**Article 8**  
**Managing directors**

- (1) The company has one or several managing directors.
- (2) If only one managing director is appointed, he is the sole representative of the company,
- (3) Where several managing directors have been appointed, the company will be represented by two managing directors acting jointly, or by one managing director acting jointly with a representative holding general commercial powers of attorney (Prokurist). Where several managing directors have been appointed, anyone of them may be granted individual powers of representation by a resolution of the shareholders' meeting.
- (4) Each managing director may be granted relief from the restrictions of Article 181 BGB (*German Civil Code*) by a resolution of the shareholders.

**Article 9**  
**Annual Financial Statements and Appropriation of Profit**

- (1) The annual accounts have to be prepared within the first three months following the end of the relevant fiscal year and – if an audit is mandatory in accordance with law or a resolution by the shareholders' meeting – have to be audited by the auditor selected by the shareholders' meeting.
- (2) The managing directors shall present to the shareholder the annual accounts and the auditor's report immediately following their completion – where possible together with the invitation to the ordinary shareholders' meeting at which the annual accounts are to be approved, and the appropriation of profit is to be decided, but at the latest ten days prior to the shareholders' meeting – together with their recommendation for appropriation of profit for resolution by the shareholders' meeting.

**Article 10**  
**Concluding Provisions**

Should individual provisions of these articles of association be or become invalid, then the remaining provisions shall remain valid. In such a case, the invalid provision of the articles of association is to be amended by resolution of the shareholders in such a way, that the economic intent of the invalid provision is achieved. The same shall apply when, during the execution of the articles of association, an omission requiring correction becomes apparent.

**Article 11**  
**Formation Expenses**

The costs incurred in the establishment of the company (legalisation costs, court and publication costs, charges for entry on the commercial register, including any declarations of approval required) will be borne by the company up to an amount of EURO 5,000.00. Any formation expenses exceeding that amount will be borne by the founding shareholder.

- Translation from the German, page 6 -

I hereby certify that the above version of the Articles of Association of Thames Water Aqua Holdings GmbH, Essen, contains the complete wording, incorporating all amendments made until now, and conforms to the version last entered in the Commercial Register.

Essen, 11 April 2006

[Signature]  
(Dr. Ising)  
Notary



- Translation from the German, page 7 -

**APOSTILLE  
(Convention de La Haye du 5 octobre 1961)**

1. Country: Federal Republic of Germany

This public document

2. has been signed by the **Notary Dr. Peter Ising**

3. in his capacity as Notary in Essen

4. It has been provided with the stamp of the Notary Dr. Peter Ising in Essen

**Confirmed**

5. in Essen      6. on 12 April 2006

7. by the President of the Regional Court of Essen

8. under No. 91 E 1 / Sch 941/2006

9. Stamp/Seal:

10. Signature:

[stamp of the Regional Court of Essen]

[Signature]  
(Dr. Anders)

***This is to certify that the above text is  
the complete translation of and in strict  
conformity with the German original***





-Amtsgericht Essen, Zweigertsstraße 52, 45130 Essen-

Ihr Zeichen:



**Amtsgericht Essen**  
- Registergericht -

Essen, 12. April 2006

### **Amtlicher Ausdruck**

Hinweis:

Es wird ausdrücklich darauf hingewiesen, daß die unterstrichenen Teile der Eintragung in dem nachstehend wiedergegebenen Register in Verbindung mit den Veränderungs- und Lösungsvermerken gelöscht sind.

->Dieser Ausdruck wird nicht unterschrieben und gilt als beglaubigte Abschrift<-

1	2	3	4	5	6	7
a) Firma b) Sitz, Niederlassung, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammkapital	Allgemeine Vertretungsregelung b) Vorstand, persönlich haftender Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis	Prokura	Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	Tag der Eintragung b) Bemerkungen	
<p>a) GBV Gesellschaft für Beteiligungsverwaltung mbH</p> <p>b) Essen</p> <p>c) Der Erwerb und die Verwältung von Beteiligungen an Unternehmen im In- und Ausland.</p>	<p>50.000,00 EUR</p>	<p>a) Ist nur ein Geschäftsführer bestellt, so vertritt er die Gesellschaft allein. Sind mehrere Geschäftsführer bestellt, so wird die Gesellschaft durch einen Geschäftsführer oder durch einen Geschäftsführer gemeinsam mit einem Prokuristen vertreten. Durch Beschluss der Gesellschafterversammlung kann Geschäftsführen Einzelvertretungsbefugnis erteilt werden. Auch können Geschäftsführern durch Gesellschafterbeschluss ermächtigt werden, die Gesellschaft bei der Vornahme von Rechtsgeschäften mit sich im eigenen Namen oder als Vertreter eines Dritten uneingeschränkt zu vertreten.</p> <p>b) Geschäftsführer: Dr. Sturany, Klaus, *23.10.1946 Geschäftsführer: Dr. Klein, Richard, *23.11.1943</p>	<p>Gesamtprokura gemeinsam mit einem Geschäftsführer oder einem anderen Prokuristen. Dipl.-Ökonom Böttcher, Werner, Duisburg, *24.06.1955 Dr. rer. pol. Kolth, Daniel, Duisburg, *15.11.1946 Dr. jur. Müller, Georg, Monheim, *23.02.1963;</p>	<p>a) Gesellschaft mit beschränkter Haftung Gesellschaftsvertrag vom 12. September 2000.</p>	<p>a) 06.10.2000 Naktü</p> <p>b) Gesellschaftsvertrag Blatt 10 - 14 Sonderband.</p> <p>Tag der ersten Eintragung: 21.09.2000 Dieses Blatt ist zur Fortführung auf EDV umgeschrieben worden und dabei an die Stelle des bisherigen Registerblattes getreten. Freigegeben am 06.10.2000.</p>	
<p>2</p>	<p>500.000,000 EUR</p>			<p>b) Durch Beschluss der Gesellschafterversammlung vom 14. November 2000 wurde das Stammkapital von Euro 50.000,- auf Euro 499.950.000,- auf Euro 500.000.000,00 erhöht und die Satzung entsprechend in § 4 geändert.</p>	<p>a) 17.11.2000 Bacht</p>	
	<p>501.000.000</p>				<p>a)</p>	

->Dieser Ausdruck wird nicht unterschrieben und gilt als beglaubigte Abschrift<-

Nummer der Eintragung	a) Firma b) Sitz, Niederlassung, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammkapital	a) Allgemeine Vertretungsregelung b) Vorstand, persönlich haftender Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis	Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Bemerkungen
1	2	3	4	5	6	7
1		.00 EUR			Die <u>Gesellschafterversammlung</u> hat am 25. Juni 2001 beschlossen, das Stammkapital zum Zwecke der Durchführung der Abspaltung zur Aufnahme des Unternehmensbereichs "Wasser" aus dem Vermögen der RWE Umwelt Aktiengesellschaft, von EUR 500.000.000,00 um EUR 1.000.000.000,- auf EUR 501.000.000,00 zu erhöhen und den Gesellschaftsvertrag entsprechend in § 4 zu ändern.	06.07.2001 Bacht
5					b) Die RWE Umwelt Aktiengesellschaft, Essen, hat durch Abspaltungsvertrag vom 25. Juni 2001 und aufgrund des Zustimmungsbeschlusses der Hauptversammlung der RWE Umwelt Aktiengesellschaft, Essen, und des Zustimmungsbeschlusses der <u>Gesellschafterversammlung</u> der Gesellschaft vom gleichen Tag im Wege der Abspaltung zur Aufnahme gemäß § 123 Abs. 2 Nr. 1 UmwG als Teil ihres Vermögens den Unternehmensbereich Wasser mit allen Rechten und Pflichten als Gesamtheit nach näherer Maßgabe des oben genannten Abspaltungs- und Übernahmevertrages auf die Gesellschaft übertragen. Die Spaltung wird erst mit der Eintragung im Register des Sitzes des übertragenden Rechtsträgers wirksam. Es besteht ein am 28.02.2001 geschlossener Beherrschungs- und Gewinnabführungsvertrag mit der RWE Aktiengesellschaft, Essen, als herrschendem Unternehmen, dem die <u>Gesellschafterversammlung</u> der Gesellschaft durch Beschluss vom 28.02.2001 und die Hauptversammlung der RWE Umwelt Aktiengesellschaft am 07. Juni 2001 zugestimmt haben.	a) 10.07.2001 Bacht
					a) Die <u>Gesellschafterversammlung</u> hat am 25. Juni 2001 beschlossen, das Stammkapital zum Zwecke der Durchführung der Abspaltung zur Aufnahme des Unternehmensbereichs "Wasser" aus dem Vermögen der RWE Umwelt Aktiengesellschaft,	a) 16.07.2001 Schulz b) Der



->Dieser Ausdruck wird nicht unterschrieben und gilt als beglaubigte Abschrift<-

Nummer der Eintragung	a) Firma b) Sitz, Niederfassung, c) Gegenstand des Unternehmens	Grund- oder Stammkapital	a) Allgemeine Vertretungsregelung b) Vorstand, persönlich haftender Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis	Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Bemerkungen
1	2	3	4	5	6	7
7					Essen, von EUR 500.000.000,00 um EUR 1.000.000,- - auf EUR 501.000.000,00 zu erhöhen und den Gesellschaftsvertrag entsprechend in § 4 zu ändern.  a) Die Abspaltung ist mit der Eintragung auf dem Registerblatt des übertragenden Rechtsträgers am 19.07.2001 wirksam geworden.	a) 20.07.2001 Werner
8	Thames Water Aqua Holdings GmbH				a) Die Gesellschafterversammlung vom 9. August 2001 hat beschlossen, die Firma des Unternehmens und entsprechend den Gesellschaftsvertrag in § 1 Abs. 1 zu ändern.	a) 14.08.2001 Becht
9			b) Bestellt zum Geschäftsführer: <u>Alexander Bill Henley-on-Thames (GB)</u> *15.02.1947			a) 14.11.2001 Blöcker
10				Prokura erloschen. Dipl.-Ökonom Böttcher, Werner, Duisburg *24.06.1955		a) 03.05.2002 Blöcker
11			a) Nicht mehr Geschäftsführer: <u>Dr. Klein, Richard</u> , *23.11.1943 Bestellt zum Geschäftsführer: Zilius, Jan, Essen, *20.04.1946			a) 31.03.2003 Wydzisk
2					a) Die Gesellschafterversammlung hat am 30. Juli 2003 beschlossen, den Gesellschaftsvertrag in § 9 (Jahresabschluss und Ergebnisverwendung) zu ändern.	a) 05.08.2003 Moritz

->Dieser Ausdruck wird nicht unterschrieben und gilt als beglaubigte Abschrift<-

Nummer der Eintragung	a) Firma b) Sitz, Niederlassung, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammkapital	4 a) Allgemeine Vertretungsregelung b) Vorstand, persönlich haftender Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis	5 Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Bemerkungen
1	2	3	4	5	6	7
13				Prokura erloschen: Dr. jur. Müller, Georg, Monheim-Baumberg, *23.02.1963  Gesamprokura gemeinsam mit einem Geschäftsführer oder einem anderen Prokuristen: Dr. Hüfner, Jens, Düsseldorf, *20.07.1965		a) 10.10.2003 Werner
14			b) Nicht mehr Geschäftsführer: Alexander, Billi, Penleystr. 11, 42699 Solingen (SGL), *15.02.1947			a) 15.12.2005 Werner
15					a) Die Gesellschafterversammlung hat am 19. Dezember 2005 beschlossen, den Gesellschaftsvertrag in § 3 Abs. 3 (Bekanntmachungen) zu ändern.	a) 29.12.2005 Vrengor
16				Nach Änderung des Wohnortes (bisher: Düsseldorf) nunmehr  Gesamprokura gemeinsam mit einem Geschäftsführer oder einem anderen Prokuristen: Dr. Hüfner, Jens, Mülheim an der Ruhr, *20.07.1965		a) 15.03.2006 Werner



Essen, 12.04.2006  
Der Ausdruck bezeugt den Inhalt des Handelsregisters  
Vrengor, Justizangestellte  
Urkundsbeamter der Geschäftsstelle

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Land: Bundesrepublik Deutschland

Diese öffentliche Urkunde

2. Ist unterschrieben von der Justizangestellten Vrehegor bei dem  
Amtsgericht Essen \_\_\_\_\_

3. In ihrer Eigenschaft als Urkundsbeamter der Geschäftsstelle \_\_\_\_\_

4. sie ist versehen mit dem Siegel des Amtsgerichts Essen \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Bestätigt

5. in 45130 Essen \_\_\_\_\_ 6. am 12. April 2006 \_\_\_\_\_

7. durch den Präsidenten des Amtsgerichts \_\_\_\_\_

8. unter Nr. 71/2006 \_\_\_\_\_

9. Stempel/Siegel:

10. Unterschrift:



(Koschmieder)

- Translation from the German, page 1 -

[Stamp of the District Court of Essen]

- Amtsgericht Essen, Zweigerstrasse 52, 45130 Essen -

Your ref:

[coat of arms]

Amtsgericht Essen (District Court)  
- Regional Court -

Essen, 12 April 2006

**Official printout**

Note:

It is expressly stated that the undersigned sections of the entry in the register reproduced below in combination with the amendment and cancellation notes are cancelled.

Commercial Register B of the District Court of Essen

Official printout

Company number: HRB 14447  
Page 1 of 4 pages

Request of 12 April 2006, 10:28 a.m.  
-> This printout is not signed and has the status of a certified copy <-

1 No. of entry	2 a) Company name b) Legal domicile, branches c) Object of the company	3 Original or Share capital	4 a) General rule for representation b) Board members, personally liable shareholders, managing directors, powers of attorney and special power of representation	5 Procurator (statutory signing authority)	6 a) Legal status, commencement, statutes or articles of association b) Other legal particulars	7 a) Date of entry b) Notes
1	<p>a) GBV Gesellschaft für Beteiligungsverwaltung mbH</p> <p>b) Essen</p> <p>c) The acquisition and the administration of shares in companies in Germany and abroad.</p>	<p>EUR 50.000,00</p>	<p>a) if only one managing director has been appointed, he shall represent the company alone. If more than one managing director has been appointed, the company shall be represented by two managing directors or by one managing director acting jointly with an authorised signatory. By resolution of the Shareholders' Meeting, managing directors can also be granted power to represent the company alone. A managing director can also be granted by a resolution of the Shareholders' Meeting the right to carry out on behalf of the company legal acts with himself in his own name or as representative of a third party</p> <p>b) Managing director: Dr. Klaus Sturany, Dortmund, DOB 23.10.1946 Managing director: Dr. Richard Klein, DOB 23 November 1943</p>		<p>a) Gesellschaft mit beschränkter Haftung (limited liability company under German law) Articles of Association of 12 September 2000</p>	<p>a) 6 October 2000 Nakti</p> <p>b) Articles of Association, sheet 10 - 14 Special volume Date of first entry: 21 September 2000 This page was transcribed for continuation by electronic data processing and replaced the former register sheet Approved 6 October 2000</p>
2				<p>Joint statutory signing authority together with one managing director or another officer with statutory signing authority. Werner Böttcher, economist, Duisburg, DOB 24.06.1955 Dr. rer. pol. Daniel Kolts, Duisburg, DOB 15.11.1946 Dr. Jnr. Georg Müller, Monheim, DOB 23.02.1953</p>		<p>a) 25 October 2000 Werner</p>

-> This printout is not signed and has the status of a certified copy ->

1	2	3	4	5	6	7
No. of entry	a) Company name b) Legal domicile, branches c) Object of the company	Original or Share capital	a) General rule for representation b) Board members, personally liable shareholders, managing directors, powers of attorney and special power of representation	Procurator (statutory signing authority)	a) Legal status, commencement, statutes or articles of association b) Other legal particulars	a) Date of entry b) Notes
3		EUR 500 million			b) By a resolution of the Shareholders' Meeting of 14 November 2000, the capital stock was increased by EUR 499,950,000.- from EUR 50,000.- to EUR 500 million and section 4 of the Articles amended accordingly.	a) 17 November 2000 Bacht
4		EUR 501 million			a) The Shareholders' Meeting, resolved on 25 June 2001 to increase the capital stock by EUR 1,000 million from EUR 500 million to EUR 501 million with a view to performing a spin-off for incorporating the "Wasser" division from the assets of RWE Umweltservice Aktiengesellschaft, Essen, and to amend section 4 of the Articles accordingly.	a) 6 July 2001 Bacht
5					b) On the basis of the spin-off agreement of 25 June 2001 and the approval resolution of the Shareholders' Meeting of RWE Umweltservice Aktiengesellschaft, Essen, and the approval resolution of the Shareholders' Meeting of the company of the same date, RWE Umweltservice Aktiengesellschaft, Essen, by way of a spin-off for incorporating as part of its assets in accordance with section 123, sub-section 2, number 1 UmwG, transferred to the company the "Wasser" division with all rights and obligations in its entirety in accordance with the said spin-off and transfer agreement. The spin-off comes into force only when entered in the register at the place of domicile of the transferring entity. A control and profit-distribution agreement concluded on 28 February 2001 with RWE Aktiengesellschaft, Essen, as controlling enterprise is in force, which was approved by the Shareholders' Meeting of the company by its ruling of 28 February 2001 and the Annual General Meeting of RWE Umweltservice Aktiengesellschaft of 7 June 2001.	a) 10 July 2001 Bacht

1	2	3	4	5	6	7
No. of entry	a) Company name b) Legal domicile, branches c) Object of the company	Original of Share capital	a) General rule for representation b) Board members, personally liable shareholders, managing directors, powers of attorney and special power of representation	Procurator (statutory signing authority)	a) Legal status, commencement, statutes or articles of association b) Other legal particulars	a) Date of entry b) Notes
6					a) The Shareholders' Meeting resolved on 25 June 2001 to increase the capital stock by EUR 1 million from EUR 500 million to EUR 501 million with a view to performing a spin-off for incorporating the "Wasser" division from the assets of RWE Umwelt Aktiengesellschaft, Essen, and to amend section 4 of the Articles accordingly.	a) 16 July 2001 Schutz b) The amount of capital increase should read EUR 1 million, (number 4, column 6a) marked in red accordingly. Entered as official act.
7					b) The spin-off came into force with entry in the register sheet of the transferring entity on 19 July 2001.	a) 20 July 2001 Werner
8	a) Thames Water Aqua Holdings GmbH				a) The Shareholders' Meeting of 9 August 2001 resolved to change the name of the company and to amend section 1, sub-section 1 of the Articles accordingly.	a) 14 August 2001 Bacht
9			b) Appointed managing director: Bill Alexander, Henley-on-Thames (GB), DOB: 15 February 1947			a) 14 November 2001 Blöcker
10				Statutory signing authority cancelled: Werner Blöcker, economist, Duisburg, DOB 24.06.1955		a) 3 May 2002 Blöcker
11			b) No longer managing director: Dr. Richard Klein, DOB 23 November 1943 Appointed managing director: Jan Zilius, Essen, DOB: 20 March 1946			a) 31 March 2003 Wyczisk

-> This printout is not signed and has the status of a certified copy <-

No. of entry	a) Company name b) Legal domicile, branches c) Object of the company	Original or Share capital	a) General rule for representation b) Board members, personally liable shareholders, managing directors, powers of attorney and special power of representation	Procurator (statutory signing authority)	a) Legal status, commencement, statutes or articles of association b) Other legal particulars	a) Date of entry b) Notes
1	2	3	4	5	6	7
12					a) The Shareholders' Meeting resolved on 30 June 2003 to amend section 9 (Annual financial statement and use of profit) of the Articles.	a) 5 August 2003 Moritz
13			Statutory signing authority cancelled: Dr. jur. Georg Müller, Monheim-Baumberg, DOB 23.02.1963  Joint statutory signing authority together with one managing director or another officer with statutory signing authority: Dr. Jens Hüfner, Düsseldorf, DOB: 20 July 1965			a) 10 October 2003 Werner
14		b) No longer managing director: Bill Alexander, Henley-on-Thames (GB), DOB 15 February 1947				a) 15 December 2005 Werner
15					a) The Shareholders' Meeting resolved on 19 December 2005 to amend section 3, sub-section 3 (Announcements), of the Articles	a) 29 December 2005 Vranegor
16			After change of place of residence (hitherto: Düsseldorf) now: Joint statutory signing authority together with one managing director or another officer with statutory signing authority: Dr. Jens Hüfner, Mülheim an der Ruhr, DOB: 20 July 1965			a) 15 March 2006 Werner

Essen, 12 April 2006

The printout certifies the contents of the Commercial Register.

Magor, Clerk of the Court,

Officer of the Record Office

[stamp of the District Court of Essen]



**APOSTILLE**  
**(Convention de La Haye du 5 octobre 1961)**

1. Country: Federal Republic of Germany

This public document

2. has been signed by the clerk of the court Ms. Vrenegor at the District Court of Essen

3. in her capacity as Certifying Officer of the Record Office

4. It has been provided with the stamp of the District Court of Essen

**Confirmed**

5. in 45130 Essen                      6. on 12 April 2006

7. by the President of the District Court

8. under No. 71/2006

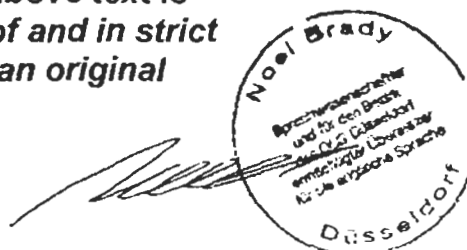
9. Stamp/Seal:

[seal]

10. Signature:

[Signature]  
(Koschmieder)

***This is to certify that the above text is  
the complete translation of and in strict  
conformity with the German original***



# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THAMES WATER AQUA US HOLDINGS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JULY, A.D. 2002, AT 2:45 O'CLOCK P.M.



3552170 8100

060349568

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4668027

DATE: 04-13-06

**CERTIFICATE OF INCORPORATION**  
**OF**  
**THAMES WATER AQUA US HOLDINGS, INC.**

**ARTICLE I**

Name

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

Thames Water Aqua US Holdings, Inc.

**ARTICLE II**

Registered Office and Registered Agent

The address of the Corporation's registered office in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name and address of the registered agent for service of process on the Corporation is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801.

**ARTICLE III**

Business or Purposes to be Conducted or Promoted

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV**

Capital Stock

The total number of shares of stock that the Corporation shall have authority to issue is 1000 shares of Common Stock, par value of \$1.00 per share.

<<NYCORP-2151444.1:4\*11A:C7/26/02-12:33p>>

## ARTICLE V

Incorporator

The name and mailing address of the incorporator is Arthur McMahon, III, Cravath, Swaine & Moore, Worldwide Plaza, 825 8th Avenue, New York, New York, 10019.

## ARTICLE VI

Business and Affairs of the Corporation

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders, it is further provided that:

(a) the number of directors of the Corporation shall be fixed by, or in the manner provided in, the By-laws of the Corporation;

(b) in furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered to make, alter, amend or repeal any by-law of the Corporation;

(c) in addition to the powers and authorities herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such things and acts as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, of this Certificate of Incorporation and of the By-laws of the Corporation; and

(d) unless and except to the extent that the By-laws of the Corporation so require, the election of directors of the Corporation need not be by written ballot.

## ARTICLE VII

Indemnification

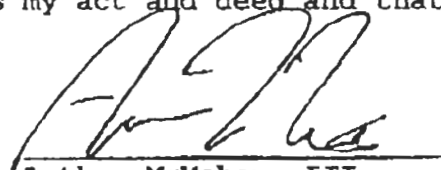
(a) To the fullest extent that the General Corporation Law of the State of Delaware as it exists on the date hereof or as it may be hereafter amended permits the limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the

<<MYCORP-2151444.1:4411A:07/26/02-17:33p>>

Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

(b) In addition to any requirements of law and any other provision herein or in the terms of any class or series of capital stock having a preference over the common stock of the Corporation as to dividends or upon liquidation (and notwithstanding that a lesser percentage may be specified by law), the affirmative vote of the holders of 80% or more of the voting power of the then outstanding voting stock of the Corporation, voting together as a single class, shall be required to amend, alter or repeal any provision of this Article.

IN WITNESS WHEREOF, I, Arthur McMahon, III, the Sole Incorporator of Thames Water Aqua US Holdings, Inc. have executed this Certificate of Incorporation this 26th day of July, 2002, and DO HEREBY CERTIFY under the penalties of perjury that this instrument is my act and deed and that the facts stated herein are true.



Arthur McMahon, III  
Incorporator

Incorporator Mailing Address:

Cravath, Swaine & Moore  
Worldwide Plaza  
825 8th Avenue  
New York, New York 10019

<<NYOCR-2151444.1:4411A:07/26/02-12:33p>>

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "AMERICAN WATER WORKS COMPANY, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JUNE, A.D. 2003, AT 2:41 O'CLOCK P.M.



0352210 8100  
060349559

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4668015

DATE: 04-13-06

RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
AMERICAN WATER WORKS COMPANY, INC.

American Water Works Company, Inc., a corporation organized under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

A. The name of the Corporation is American Water Works Company, Inc. The Corporation was originally incorporated under the name American Communities Company, and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on August 28, 1936.

B. This Restated Certificate of Incorporation, which amends the provisions of the Corporation's Certificate of Incorporation as heretofore amended, restated and supplemented, was duly adopted by the Board of Directors of the Corporation and by the sole stockholder of the Corporation in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

C. The text of the Certificate of Incorporation of the Corporation, as heretofore amended, restated and supplemented, is hereby amended and restated to read in its entirety as follows:

ARTICLE I

The name of the corporation (hereinafter called the "Corporation") is American Water Works Company, Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

## ARTICLE IV

A. Authorized Capital Stock. The total number of shares of all classes of stock that the Corporation shall have authority to issue is 2,750 shares, consisting of (i) 1,000 shares of common stock having the par value of \$1.00 per share (the "Common Stock") and (ii) 1,750 shares of preferred stock having no par value (the "Preferred Stock").

B. Preferred Stock. The powers, preferences and rights and the qualifications, limitations and restrictions of the Preferred Stock are as follows:

1. Dividends. The holders of the outstanding shares of Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation, out of the assets of the Corporation legally available therefor, cumulative preferential dividends at a rate equal to 5.9% per annum (the "Dividend Rate") of the Liquidation Preference (as defined below) of such shares, payable in cash quarterly in arrears commencing on September 15, 2003. Dividends shall begin to accrue and be cumulative on outstanding shares of Preferred Stock from the date of issuance of such shares. If the full amount of accrued dividends, whether or not declared, is not paid on a Dividend Payment Date (as defined below), then interest shall accrue on any unpaid amounts at a rate equal to the Dividend Rate until such amounts are paid in full. No dividend may be paid on the Common Stock unless all outstanding dividends then owed on the Preferred Stock have been paid in full. As used herein, "Dividend Payment Date" shall mean March 15, June 15, September 15 and December 15 of each year; provided, however, that if any such day is not a day on which commercial banks are open for general business in the City of New York (a "Business Day"), then the Dividend Payment Date shall be the Business Day immediately preceding such day. The holders of shares of Preferred Stock shall not be entitled to any dividends or other distributions in respect of the Preferred Stock except as provided herein.

2. Voting Rights.

(a) Except as otherwise expressly required under Delaware law or provided in this Restated Certificate of Incorporation, the holders of the outstanding shares of Preferred Stock shall not be entitled to vote on any matter required or permitted to be voted on by the stockholders of the Corporation.

(b) Notwithstanding paragraph (a) of this Section 2, so long as any shares of Preferred Stock are issued and outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of two-thirds of the shares of Preferred Stock at the time outstanding voting as a separate class, alter or change any of the powers, preferences or special rights of the shares of Preferred Stock so as to affect them adversely.

(c) Notwithstanding paragraph (a) of this Section 2, if dividends on the shares of Preferred Stock outstanding are unpaid and in arrears for six consecutive months or more thereafter and until all accrued and unpaid dividends, whether or not declared, on the shares of Preferred Stock outstanding shall have been paid in full, each share of Preferred Stock



shall entitle the holder thereof to one (1) vote on all matters submitted to a vote of the stockholders of the Corporation.

3. Liquidation Preference.

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation Event"), the holders of the outstanding shares of Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock, the amount in cash equal to the sum of \$1,000,000 per share (the "Liquidation Preference") plus an amount in cash equal to all accrued and unpaid dividends thereon, whether or not declared, to the date fixed for liquidation, dissolution or winding up (such sum, the "Aggregate Liquidation Amount"). If, upon the occurrence of a Liquidation Event, the assets of the Corporation shall be insufficient to permit the payment to the holders of the Preferred Stock the full Aggregate Liquidation Amount, then the entire assets of the Corporation, or the proceeds thereof, legally available for distribution shall be distributed ratably among the holders of the Preferred Stock on the basis of the number of shares of Preferred Stock held by each. After payment in full in cash of the Aggregate Liquidation Amount, the holders of shares of Preferred Stock will not be entitled to any further participation in any distribution of assets of the Corporation.

As used herein, a Liquidation Event shall include any consolidation, merger, or reorganization pursuant to which Permitted Persons do not continue to hold at least a majority of the voting power of the Common Stock after such event. In addition, a sale, transfer or other disposition of all or substantially all of the Corporation's assets shall be deemed to be a Liquidation Event for purposes of this Restated Certificate of Incorporation. As used herein, "Permitted Persons" shall mean RWE Aktiengesellschaft and any corporation, limited liability company, association or other entity of which securities or other equity interests representing more than 50% of the equity and more than 50% of the ordinary voting power are directly or indirectly held by RWE Aktiengesellschaft.

4. Redemption. The shares of Preferred Stock shall not be redeemable.

5. Conversion. No holder of shares of Preferred Stock shall have the right or option, at any time, to convert its shares of Preferred Stock into shares of Common Stock.

C. Common Stock. The powers and rights and the qualifications, limitations and restrictions of the Common Stock are as follows:

1. Dividends. Subject to the prior rights of holders of outstanding shares of Preferred Stock, the holders of the outstanding shares of Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of the assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Voting Rights. Each outstanding share of Common Stock shall entitle the holder thereof to fifty (50) votes on all matters submitted to a vote of the stockholders of the Corporation.

3. Liquidation Rights. In the event of any Liquidation Event, after there shall have been paid in cash to the holders of the outstanding shares of Preferred Stock the full Aggregate Liquidation Amount, the holders of the outstanding shares of Common Stock shall be entitled to receive ratably all of the remaining assets of the Corporation available for distribution to its stockholders.

4. Redemption. The shares of Common Stock shall not be redeemable.

ARTICLE V

The number of directors of the Corporation shall be fixed from time to time by the Board of Directors of the Corporation.

ARTICLE VI

In furtherance and not in limitation of the powers conferred upon it by law, the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the By-laws of the Corporation.

ARTICLE VII

Unless and except to the extent that the By-laws of the Corporation so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VIII

A director of the Corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with the Corporation either as vendor, purchaser or otherwise, nor in the absence of fraud, shall any contract or other transaction of the Corporation be affected or invalidated in any way by the fact that any of the directors of the Corporation are in any way interested in or connected with any other party to such contract or transaction or are themselves parties to such contract or transaction: provided, however, that such interest and connection either shall be fully disclosed to a meeting of the Board of Directors, or of a committee thereof having authority in the premises, at which such contract or transaction is authorized, confirmed or approved, or shall at the time be otherwise known to the directors present at such meeting, and provided further that there shall be present at the meeting of the Board of Directors, or such committee, authorizing, confirming or approving such contract or transaction, and such contract or transaction shall be authorized, confirmed or approved by the vote of directors not so interested or connected constituting a majority of the directors then in office. No director of the Corporation shall be liable to the Corporation or to any stockholder or creditor thereof or to any other person, for any loss incurred under or by reason of any contract or transaction of the Corporation, and no such director shall be accountable for any gains or profits realized therefrom, provided, however, that any such contract or transaction shall, at the time it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that at the time were fair, and provided further that, if such director shall have

been so interested or connected as to such contract or transaction, such contract or transaction shall have been authorized, confirmed or approved as aforesaid after the disclosure or knowledge of such interest or connection as aforesaid. A director of the Corporation shall not be deemed interested in or connected with a party to a contract or transaction between the Corporation and a parent, subsidiary or affiliated corporation by reason of the fact that he is also a director, officer or stockholder of such parent, subsidiary or affiliated corporation.

ARTICLE IX

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X

Each person who is or was or had agreed to become a director or officer of the Corporation, and each such person who is or was serving or who had agreed to serve at the request of the Corporation as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise (including the heirs, executor, administrators or estate of such person), shall be indemnified by the Corporation to the fullest extent permitted from time to time by applicable law.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by Joseph F. Hartnett, Jr., its Vice President and Treasurer and attested by W. Timothy Pohl, its Vice President, General Counsel and Secretary, on this 20th day of June, 2003.

American Water Works Company, Inc.

By: Joseph F. Hartnett, Jr.  
Joseph F. Hartnett, Jr.  
Vice President and Treasurer

(Corporate Seal)

Attest:  
By: W. Timothy Pohl  
W. Timothy Pohl  
Vice President, General Counsel and Secretary