

ATTENDANCE CARD NORTHUMBRIAN WATER GROUP PLC

Registered office: Northumbria House, Abbey Road, Pity Me, Durham, DH1 5FJ, United Kingdom
Registered in England and Wales with number 4760441. You may submit your proxy electronically using the Share Portal service at www.capitashareportal.com. If not already registered for the Share Portal, you will need your Investor Code below.

Northumbrian Water Group plc
in the High Court of Justice
Chancery Division
Companies Court

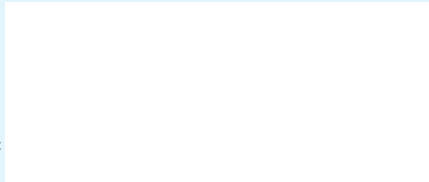
No. 7099 of 2011
in the matter of Northumbrian Water Group plc
and in the matter of the Companies Act 2006



The Chairman of Northumbrian Water Group plc (the "Company") invites you to a meeting of the Company to be held at the offices of Hogan Lovells International LLP at Atlantic House, Holborn Viaduct, London EC1A 2FG on 19 September 2011 at 11.00 a.m. (UK time) (the "Court Meeting"). If you wish to attend this meeting in your capacity as a holder of shares in the Company, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of
person attending

Barcode:



Investor Code:

Please see reverse for Notes.

FORM OF PROXY – NORTHUMBRIAN WATER GROUP PLC COURT MEETING – VOTING CARD



Bar Code



Investor Code

Event Code

I/We being the holder(s) DO HEREBY APPOINT the Chairman of the Court Meeting or

Name of Proxy:

Number of Ordinary Shares
proxy is appointed over (or see note 1 over):

If you wish to appoint multiple Proxies please see note 1.
Please also tick here if you are appointing more than
one Proxy.

as my/our proxy (the "Proxy") to vote in my/our name(s) and on my/our behalf in respect of Ordinary Shares at the Court Meeting of the Company to be held at the offices of Hogan Lovells International LLP at Atlantic House, Holborn Viaduct, London EC1A 2FG on 19 September 2011 at 11.00 a.m. (UK time) for the purpose of considering and, if thought fit, approving (with or without modification) the proposed Scheme of Arrangement (the "Scheme") referred to in the Notice convening the Court Meeting, or at any adjournment thereof, either for the said Scheme (with or without modification as my/our Proxy may approve) or against the said Scheme as hereunder indicated.

Important: If you wish to vote for the Scheme sign the box marked "FOR". If you wish to vote against the Scheme sign the box marked "AGAINST".

ONLY COMPLETE ONE BOX

FOR the said Scheme

Signature

AGAINST the said Scheme

Signature

Date

You may submit your proxy electronically at www.capitashareportal.com

Notes:

1. If you wish to appoint any person other than the Chairman as your Proxy, delete "the Chairman of the Court Meeting or" and insert the name and address of the desired Proxy in the space provided, and initial the alteration. Please indicate the Proxy holder's name and the number of shares in relation to which they are authorised to act as your Proxy (which, in aggregate, should not exceed the number of shares held by you). To appoint more than one proxy, please photocopy this Form of Proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. Unless otherwise indicated, the Proxy will vote as he or she thinks fit. If the Chairman of the Meeting is appointed Proxy and no specific direction as to voting is given, the Chairman of the Meeting will vote in favour of the Scheme. If the number of shares over which the proxy is appointed is left blank, it will be deemed to be all shares in the Company held by the shareholder.
 2. To be effective, this Form of Proxy and any power of attorney or other written authority under which it is signed (or a notarially certified or office copy of such power of authority) must reach the office of the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 11.00 a.m. (U.K. time) on 15 September 2011 or, if the meeting is adjourned, by no later than 48 hours (excluding any part of such 48 hour period falling on a weekend or public holiday in the UK) before the time of the adjourned meeting. Forms of Proxy submitted by fax will not be accepted. If this Form of Proxy is not so lodged, it may be handed to the Chairman of the Court Meeting at the Court Meeting (or any adjournment thereof) before the taking of the poll.
 3. Any alterations made to this Form of Proxy must be initialled by the person who signs it.
 4. The person to whom this Proxy is given need not be a member of the Company but, if the person appointed is someone other than the Chairman of the Court Meeting, that person must attend the Court Meeting in person to represent you.
 5. In the case of joint holders the vote of the senior holder who tenders a vote whether in person or by Proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
 6. In the case of a corporation, the Form of Proxy must be expressed to be executed by the corporation and executed under its common seal or the hand of a duly authorised attorney or a duly authorised agent or officer of the corporation.
 7. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Court Meeting (or any adjournment thereof) should you subsequently decide to do so.
 8. The Company, pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (S.I.2001/3755) (the "Regulations"), specifies that only those shareholders registered in the register of members at 6.00 p.m. on 15 September 2011 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6.00 p.m. on 15 September 2011 will be disregarded in determining the rights of any person to attend or vote at the meeting.
 9. Shareholders who hold shares through CREST and who wish to appoint a Proxy by using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal or sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
 10. In order for an instruction made using CREST to be valid, the appropriate message must be properly authenticated in accordance with Euroclear UK & Ireland Ltd's specifications and must contain the information required for such instructions as described in the CREST Manual. To be valid, the message must also be transmitted so as to be received by Capita Registrars no later than 11.00 a.m. (U.K. time) on 15 September 2011 or, if the meeting is adjourned, by no later than 48 hours (excluding any part of such 48 hour period falling on a weekend or public holiday in the UK) before the time of the adjourned meeting. The Company may treat as invalid a proxy appointment by CREST in the circumstances set out in regulation 35(5)(a) of the Regulations.
 11. You may submit your proxy electronically at www.capitashareportal.com.
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Registered in England and Wales with number 4760441. You may submit your proxy electronically using the Share Portal service at www.capitashareportal.com. If not already registered for the Share Portal, you will need your Investor Code below.

The Chairman of Northumbrian Water Group plc (the "Company") invites you to a meeting of the Company to be held at the offices of Hogan Lovells International LLP at Atlantic House, Holborn Viaduct, London EC1A 2FG on 19 September 2011 at 11.15 a.m. (UK time) (the "General Meeting"). If you wish to attend this meeting in your capacity as a holder of shares in the Company, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of
person attending

Barcode:

Investor Code:

Please see reverse for Notes.

FORM OF PROXY – NORTHUMBRIAN WATER GROUP PLC GENERAL MEETING – VOTING CARD

Bar Code

Investor Code

Event Code

I/We being the holder(s) DO HEREBY APPOINT the Chairman of the General Meeting or

Name of Proxy:

Number of Ordinary Shares
proxy is appointed over (or see note 1 over):

If you wish to appoint multiple Proxies please see note 1.
Please also tick here if you are appointing more than
one Proxy.

as my/our proxy (the "Proxy") to vote in my/our name(s) and on my/our behalf in respect of Ordinary Shares at the General Meeting of the Company to be held at the offices of Hogan Lovells International LLP at Atlantic House, Holborn Viaduct, London EC1A 2FG on 19 September 2011 at 11.15 a.m. (UK time) for the purpose of considering and, if thought fit, approving the resolution set out in the Notice convening the General Meeting, or at any adjournment thereof, as indicated hereunder.

Important: Please indicate with an "X" in the appropriate column below how the Proxy should vote in respect of the Resolution and then sign in the space provided below. Please only vote once in respect of the Resolution – this vote will apply to both parts of the Resolution.

RESOLUTION (Special Resolution)

Please mark 'X' to indicate how you wish to vote

That:

- (1) for the purpose of giving effect to the proposed Scheme of Arrangement (the "Scheme") referred to in the Notice convening the General Meeting in its original form or with or subject to any modification, addition or condition approved or imposed by the Court:
- (a) the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- (b) the share capital of the Company be reduced by cancelling all of the Scheme Shares (as defined in the Scheme);
- (c) subject to and forthwith upon the reduction of share capital referred to in paragraph (b) above taking effect:
- (i) the application of the reserve arising following the reduction in share capital be applied in paying up the new ordinary shares to be allotted and issued to UK Water (2011) Limited (and/or its nominee); and
- (ii) authority be given to the directors under section 551 of the Companies Act 2006 to allot and issue ordinary shares for the purposes of implementing the Scheme.

| | For | Against | Vote Withheld |
|-----|-----|---------|---------------|
| (1) | X | X | X |

Signature

Date

You may submit your proxy electronically at www.capitashareportal.com

Notes:

1. If you wish to appoint any person other than the Chairman as your Proxy, delete "the Chairman of the General Meeting or" and insert the name and address of the desired Proxy in the space provided, and initial the alteration. Please indicate the Proxy holder's name and the number of shares in relation to which they are authorised to act as your Proxy (which, in aggregate, should not exceed the number of shares held by you). To appoint more than one proxy, please photocopy this Form of Proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. Unless otherwise indicated, the Proxy will vote as he or she thinks fit or, at his or her discretion, will abstain from voting. If the Chairman of the Meeting is appointed Proxy and no specific direction as to voting is given, the Chairman of the Meeting will vote in favour of the resolution. If the number of shares over which the proxy is appointed is left blank, it will be deemed to be all shares in the Company held by the shareholder.
 2. To be effective, this Form of Proxy and any power of attorney or other written authority under which it is signed (or a notarially certified or office copy of such power of authority) must reach the office of the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 11.15 a.m. (U.K. time) on 15 September 2011 or, if the meeting is adjourned, by no later than 48 hours (excluding any part of such 48 hour period falling on a weekend or public holiday in the UK) before the time of the adjourned meeting. Forms of Proxy submitted by fax will not be accepted.
 3. Any alterations made to this Form of Proxy must be initialled by the person who signs it.
 4. The person to whom this Proxy is given need not be a member of the Company but, if the person appointed is someone other than the Chairman of the General Meeting, that person must attend the General Meeting in person to represent you.
 5. In the case of joint holders the vote of the senior holder who tenders a vote whether in person or by Proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
 6. In the case of a corporation, the Form of Proxy must be expressed to be executed by the corporation and executed under its common seal or the hand of a duly authorised attorney or a duly authorised agent or officer of the corporation.
 7. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the General Meeting (or any adjournment thereof) should you subsequently decide to do so.
 8. The "Vote Withheld" option above is provided to enable you to abstain on any particular resolution. However, a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against".
 9. The Company, pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (S.I.2001/3755) (the "Regulations"), specifies that only those shareholders registered in the register of members at 6.00 p.m. on 15 September 2011 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6.00 p.m. on 15 September 2011 will be disregarded in determining the rights of any person to attend or vote at the meeting.
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