

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

COMPLIANCE STATEMENT

OF

UGI METERS LIMITED

(the "Company")

MADE UNDER AND FOR THE PURPOSE OF  
SECTION 644(5) OF THE COMPANIES ACT 2006

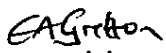
We,

Edward Alexander Gretton, Seyda Pirinccioğlu and David Jonathan Clarke,

being all the directors of the Company, do hereby confirm that the solvency statement made by us on 17 November 2011 under section 643 of the Companies Act 2006 was

- 1 made not more than 15 days before the date on which the written resolution to which that solvency statement related was passed, and
- 2 provided to the members in accordance with section 642(2) of the Companies Act 2006

Dated this 17th day of November 2011



Edward Alexander Gretton



David Jonathan Clarke



Seyda Pirinccioğlu

