

Company No: 09901553

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

METER CORP LTD (the "Company")

Circulation Date: 8 June 2018

WRITTEN RESOLUTION

WEDNESDAY



In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being all the eligible members of the Company, irrevocably agree that the following resolution 1 shall take effect as a special resolution and the following resolution 2 shall take effect as an ordinary resolution:

SPECIAL RESOLUTION

- 1 **THAT** the Articles of Association of the Company be amended by adding the following new Article immediately after the Article 26(5) in the Company's Article of Association:

"26(6)

- 1 Notwithstanding anything contained in these articles:
- 1.1 any lien on shares which the Company may have shall not apply in respect of any shares which have been charged by way of security in favour a Secured Institution (as defined below) or in respect of any shares transferred to a Secured Institution;
- 1.2 provisions of article 26(5) will not apply and the directors of the Company will register any transfer of shares and may not suspend registration of such shares where such transfer:
- 1.2.1 is to.
- 1.2.1.1 a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a "Secured Institution") or an agent or trustee for any Secured Institution where a security interest has been or is purported to be granted over those shares (each a "Security") that benefits a Secured Institution; and/or
- 1.2.1.2 a company or other entity to whom such shares are transferred at the direction of a Secured Institution and/or any

administrative receiver, administrator, receiver or receiver and manager or similar entity (a "**Receiver**") pursuant to powers granted to it under the Security; and


- 1.2.2 is delivered to the Company for registration in order to perfect or protect any Security of a Secured Institution; or
- 1.2.3 is executed by a Secured Institution or Receiver pursuant to a power of sale or other such power under any Security."

ORDINARY RESOLUTION

- 2 **THAT**, the terms of the finance documents listed in Appendix A (the "**Finance Documents**") to be entered into by the Company in relation to the financing by the Company through Lloyds Bank Plc be and are hereby approved and that the execution of such Finance Documents on behalf of the Company be and is hereby approved

AGREEMENT

Please read the notes overleaf before signifying your agreement to the Resolutions. The undersigned, being entitled to vote on the Resolutions on the circulation date, hereby irrevocably agree to the Resolutions:

| | |
|------------------------------|--------------------------------------------------------------------------------------|
| Christopher John Ball |  |
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