

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTIONS IN WRITING

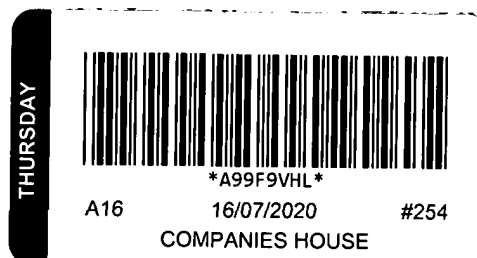
of

METER SERVE 20 LIMITED (the "Company")

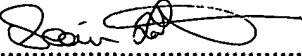
**WE**, being the sole eligible member of the Company who at the circulation date of these resolutions are entitled to attend and vote at a general meeting of the Company, **RESOLVE**, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, to pass the following as written resolutions which have been proposed as special resolutions:

**RESOLUTIONS IN WRITING**

1. **THAT** the Company's entry into the other documents set out in Appendix 1 (together, the "**Refinancing Documents**") and any related or ancillary document be approved.
2. **THAT** the directors of the Company have authority to approve the terms of, and the transactions contemplated by, the Refinancing Documents (including the Company granting the guarantee under the STID), with such amendments as any authorised signatory of the Company may in his or their sole discretion approve.
3. **THAT** the entry by the Company into the proposed transactions on the terms set out in the Refinancing Documents and the giving of the guarantee and security by the Company as contemplated by the Refinancing Documents is in the best interest of the Company's business and the entry by the Company into the Refinancing Documents and proposed transactions substantially on the terms set out therein is to the commercial benefit and advantage of the Company.
4. **THAT** the Company register the transfer of all of its ordinary shares by Calvin Capital Limited to Meter Serve (Holdco 2) Limited in its register of shareholders upon receipt of the relevant instrument of transfer.
5. **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association.



Dated 3 JULY 2020

Signed  .....

Name SEAN LATUS

For and on behalf of **Calvin Capital Limited**

## **NOTES:**

- 1. The circulation date of these resolutions is 2 July 2020. These resolutions have been sent to Calvin Capital Limited who would have been entitled to vote on the resolutions on this date. Only Calvin Capital Limited (or persons duly authorised on its behalf) should sign these resolutions.**
- 2. Calvin Capital Limited can signify its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to Sarah Ann Blackburn by hand, by sending a copy of the signed resolutions in hard copy form by post to Meter Serve 20 Limited, c/o Sarah Ann Blackburn, 5th Floor, 1 Marsden Street, Manchester M2 1HW, England or by fax to (+44) 161 220 1919, or by sending a scanned copy of the signed resolutions by email to [sarah.blackburn@calvincapital.com](mailto:sarah.blackburn@calvincapital.com).**
- 3. These resolutions must be passed by a period of 28 days beginning with the circulation date (s.297 CA 2006). If these resolutions are not passed by such date they will lapse. The agreement of Calvin Capital Limited to these resolutions is ineffective if signified after this date.**
- 4. A copy of these resolutions has been sent to the auditors.**

## **Appendix 1**

### **Refinancing Documents**

1. Common terms agreement (the "**Common Terms Agreement**") between, amongst others, the Company and HSBC Corporate Trustee Company (UK) Limited as security agent (the "**Security Agent**").
2. Security trust and intercreditor deed (the "**STID**") between, amongst others, the Company and the Security Agent.
3. Master definitions agreement between, amongst others, the Company, the Security Agent, each Facility Agent and the Initial Authorised Credit Providers (as defined therein).
4. Accounts agreement between, amongst others, the Company and the Account Bank (as defined therein).
5. Group debenture between, amongst others, the Company and the Security Agent and governed by English Law.
6. Certificate required to be executed by a director of the Company to be delivered as a condition precedent under the Common Terms Agreement.
7. A deed of release between, amongst others, the Company, HSBC Bank plc as agent and HSBC Corporate Trustee Company (UK) Limited as security agent in connection with a financing under a facilities agreement dated 20 October 2017.