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certified as a true copy of the original  
Date: 3 JANUARY 20 19  
Nina Mayes  
Solicitor

Company number 11022594

**PRIVATE LIMITED COMPANY**  
**WRITTEN RESOLUTIONS**  
**of**  
**THE SOLE MEMBER**  
**of**  
**SMS MAPCO 1 LIMITED**  
**(the Company)**

MONDAY



(circulated on 19 December 2018 (the **Circulation Date**))

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, being the only member of the Company who at the date of circulation of this resolution would be entitled to vote on this resolution, declare that the following resolution shall have effect as if passed by the Company in general meeting as an ordinary resolution (the **Resolution**) and accordingly we resolve:

**ORDINARY RESOLUTION**

- 1 **THAT**, in accordance with Article 14(3)(a) of the Company's articles of association, Article 14(1) which prevents interested directors from being counted as participating in the decision-making process of the board of the Company for quorum and voting purposes be disapplied in relation to a meeting of the board of the Company, to be held on the date of this Resolution, to discuss matters including the approval of the terms of and execution by the Company of a £420,000,000 facility agreement (the **Facility Agreement**) between, amongst others, Smart Metering Systems Plc (the **Parent**), certain of the Parent's subsidiaries as borrowers, certain of the Parent's subsidiaries as guarantors, Barclays Bank PLC as agent, Barclays Bank PLC as security trustee and each of Barclays Bank PLC, Santander UK plc, Banco Santander SA (London Branch), BNP Paribas Fortis S.A./N.V., Bank of Scotland plc, Clydesdale Bank PLC and HSBC Equipment Finance (UK) Limited as lenders and arrangers relating to the replacement of an existing facility agreement between, amongst others, the Parent, certain of the Parent's subsidiaries as borrowers, certain of the Parent's subsidiaries as guarantors and Barclays Bank plc as agent, originally dated 31 July 2012 and as amended and/or restated from time to time.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the only member of the Company entitled to vote on the above resolutions on the Circulation Date and having been supplied with a copy of the documents listed in this resolution, hereby irrevocably agree to the Resolutions:

Signed by   
for and on behalf of Smart Metering Systems Plc

Date .....19 December 2018.....

**NOTES TO THE ELIGIBLE MEMBER OF SMS MAPCO 1 LIMITED  
(REGISTERED NUMBER 11022594).**

**NOTES**

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - **By Hand:** by delivering the signed copy to The Directors at the address noted below.
  - **Post:** by returning the signed copy by post to The Directors at the address noted below.


If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Dated:

Registered Office:-

Prennau House  
Copse Walk  
Pontprennau  
Cardiff  
CF23 8XH  
United Kingdom

BY ORDER OF THE BOARD

  
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The Directors