

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION  
OF  
UGI METERS LIMITED  
(the "Company")

Certified as a true copy

*M. Ayres*  
Director/Secretary

FRIDAY



Circulation date 17 November 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution of the Company

**SPECIAL RESOLUTION**

THAT, conditional upon

- A the registration of the documents related to the reduction of the Company's capital by £99,998 by the registrar of companies as required by section 644 of the Companies Act 2006 (the "Registration"), and
- B the directors of the Company being satisfied at the time of the Registration that the Company has sufficient profits available for distribution,

THAT the Company declare and pay a dividend to UGI Group Limited, the shareholder, of £99,998

**Agreement**

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

The undersigned, who are duly authorised on behalf of all the persons entitled to vote on the above resolution on the circulation date, hereby irrevocably agree to the resolution

Signed by

*[Signature]*  
Director

*[Signature]*  
Director

For and on behalf of UGI Group Ltd

Tillotson Commercial Vehicles Ltd

Date

17 November 2011

17 November 2011

## NOTES

- 1 If you agree to the resolution, 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 delivering the signed copy to the Company Secretary at Hanson Limited, Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ

By Post returning the signed copy by post to the Company Secretary at Hanson Limited, Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ

By Fax faxing the signed copy to 01628 774232 marked "For the attention of the Company Secretary"

By E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to [roger.tyson@hanson.com](mailto:roger.tyson@hanson.com)

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 sufficient agreement has been received for the resolution to pass, within 28 days of the circulation date, the resolution 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