

Company Number: 4921203

WRITTEN RESOLUTIONS of
MACQUARIE METERS 1 (UK) LIMITED ("the Company")

Pursuant to the provisions of Section 381A of the Companies Act 1985, the following are Resolutions in writing signed by the Sole Member for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company and shall for all purposes be as valid and effective as if the same had been passed, in the case of Resolutions 1 and 2, as Special Resolutions, in the case of Resolutions 3 and 4, as Ordinary Resolutions, and in the case of Resolution 5, as an Elective Resolution, at a General Meeting of the Company duly convened and held.

1. IT IS RESOLVED that the Memorandum of Association of the Company be amended by deleting the existing Sub-Clauses 3(a)(i) and (ii) and by substituting in lieu thereof the Sub-Clauses 3(a)(i) and (ii) attached hereto.

2. IT IS RESOLVED that the regulations contained in the printed document attached hereto be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

3. THAT the authorised share capital of the Company be increased ^{From £1,000 divided into 1,000 shares of £1 each} to £50,000,000 by the creation of 49,999,000 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of the Company.

4. THAT the Directors of the Company be and are hereby authorised pursuant to Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the said Act) up to an

aggregate nominal amount of £49,999,999 and that the authority of the Directors hereunder shall expire five years from the date of the passing of this resolution.

5. IT IS RESOLVED that the Company elects:

5.1 to dispense with the holding of Annual General Meetings; and

5.2 to dispense with the laying of Accounts and Reports before the Company in General Meeting; and

5.3 to dispense with the obligation to appoint Auditors annually.

T. (S) Lee

duly authorised signatory for and on behalf of
Abogado Nominees Limited

Dated: 10/11/03