

[MVLPRE-012951]

Company Number: 05162608

**BAYARD FINANCE (UK) LIMITED**  
(“the Company”)

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE DIRECTORS AND HAVING EFFECT AS SPECIAL AND ORDINARY RESOLUTIONS (AS THE CASE MAY BE) OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006**

Circulation Date: 11 DECEMBER 2009

**Special Resolution**

THAT the Company be wound up voluntarily.

**Ordinary Resolution**

THAT Christopher James Farrington and Christopher Richard Frederick Day of 1 Woodborough Road, Nottingham, NG1 3FG, (together the “Joint Liquidators”) be and are hereby appointed liquidators for the purposes of winding up the Company’s affairs and that any act required or authorised under any enactment or resolution of the Company to be done by them, may be done by them jointly or by each of them alone.

**Ordinary Resolution**

THAT the remuneration of the Joint Liquidators be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up and they be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine.

**Special Resolution**

THAT the Joint Liquidators be and are hereby authorised to divide and distribute to the member in specie or in kind the whole or any part of the assets of the Company.

**Special Resolution**

THAT the Joint Liquidators be and are hereby authorised under the provisions of Section 165(2)(a) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of the said Act.

FRIDAY



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AIQ

18/12/2009

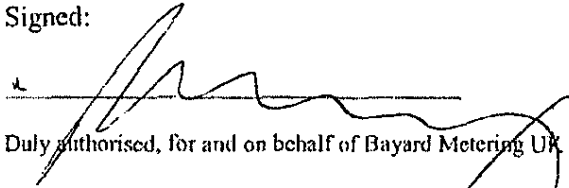
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COMPANIES HOUSE

The undersigned, being as at the circulation date set out above the only eligible member of the Company pursuant to the provisions of Part 13 of the Companies Act 2006, hereby agrees to the resolutions set out above.

Signed:

Date: 11/12/09

  
Duly authorised, for and on behalf of Bayard Metering UK

**TO THE SHAREHOLDER/MEMBER:**

Please read the following explanatory notes:

**NOTES**

1. The written resolutions will lapse if they are not passed within a period of 28 days beginning with the Circulation Date
2. The written resolutions are passed on the date and at the time that you signify your agreement to them.
3. Your agreement is signified when the Company receives an authenticated form of this document.
4. This document is authenticated when it is signed and dated by you in the spaces provided.
5. You may return the authenticated form of this document by any of the following means:
  - a. by posting it or delivering it by hand to 1, Lysander Drive, Northfields Industrial Estate, Market Deeping, Peterborough PE6 8FB.
  - b. by faxing it to 4+44(0) 1778 349701
  - c. by e-mailing a scanned copy of it to David.Flatters@nmpymetering.co.uk
6. Your agreement, once signified, may not be revoked.
7. If this document is being authenticated by a person acting on behalf of the shareholder/member, then that person must ensure that he is duly authorised to do so.