

Smartworks Metering Limited
Company number 09845307

TUESDAY



MINUTES of a meeting of the board of directors of Smartworks Metering Limited (Company) held at 12th Floor One America Square, London, United Kingdom, EC3N 2LS on 23 February 2022 at 10am.

PRESENT: Richard Anderson Chairman
Michael Watson

1 CHAIRPERSON

Michael Watson was appointed chairperson of the meeting.

2 NOTICE AND QUORUM

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

3 BUSINESS OF MEETING

- 4** The chairperson reported that the business of the meeting was to consider, and if thought fit, approve the Company taking an audit exemption for the financial year ending 31 May 2021 pursuant to section 479A of the Companies Act 2006 (Proposed Exemption) and to tend to certain formalities in connection with the Proposed Exemption.

5 DIRECTORS DUTIES

- 5.1** The Chairman reported that the Directors had considered their duties pursuant to sections 171-174 of the 2006 Act and in particular their duty to promote the success of the Company pursuant to section 172 of the 2006 Act. In considering their duty to promote the success of the Company, the Directors had particular regard to (amongst other things) the likely consequences of any decision in the long term and the need to act fairly as between members of the Company.
- 5.2** Each director of the Company present declared the nature of their direct and indirect interests in the business of the meeting in relation to any proposed Company transactions or arrangements (for the purposes of Section 177 of the Act), in relation to any existing Company transactions or arrangements (for the purposes of Section 182 of the Act) and as required by the Articles.
- 5.3** It was noted that pursuant to the articles, a director may vote and form part of the quorum in relation to any matter in which they are interested.

1. Documents produced at the meeting

There was produced to the meeting:

- 1.1 A completed Companies House Form AA06 (Statement of guarantee by a parent undertaking of a subsidiary company), duly executed Michael Watson by a director on behalf of the Marston Holdings Limited (**Parent**), under which the Parent provides a statement of guarantee of all outstanding liabilities of the Company for the financial year ending on 31 May 2021 in accordance with section 479C of the Companies Act 2006 (**Statement of Guarantee**); and
- 1.2 A signed unanimous agreement of the sole member of the Company agreeing to the Company taking the Proposed Exemption (**Member's Agreement**).

2. Consideration of the documents

- 2.1 It was noted that the Company met the exemption criteria set out in section 479A(1) of the Companies Act 2006 but that the Proposed Exemption was conditional on compliance with all of the following conditions:
 - (a) all members of the Company must agree to the Proposed Exemption in respect of the financial year in question;
 - (b) the Parent must give a guarantee under section 479C of the Companies Act 2006 in respect of that year;
 - (c) the Company must be included in the consolidated accounts drawn up for that year or to an earlier date in that year by the Parent in accordance with the requirements of Part 15 of the Companies Act 2006 or UK-adopted international accounting standards;
 - (d) the Parent must disclose in the notes to the consolidated accounts for that year that the Company is exempt from the requirements of the Companies Act 2006 relating to the audit of individual accounts by virtue of section 479A of the Companies Act 2006; and
 - (e) the directors of the Company must deliver to the Registrar of Companies on or before the date that they file the accounts for that year:
 - (i) a written notice of agreement of the members referred to in section 479A(2)(a) of the Companies Act 2006;
 - (ii) the Statement of Guarantee referred to in section 479C(1) of the Companies Act 2006;
 - (iii) a copy of the Parent's consolidated accounts referred to in section 479A(2)(c) of the Companies Act 2006;
 - (iv) a copy of the auditor's report on those accounts; and

(v) a copy of the consolidated annual report drawn up by the Parent.

2.2 The meeting considered the Statement of Guarantee and it was noted that it satisfied the requirements of section 479C(2) of the Companies Act 2006.

2.3 The meeting considered the Member's Agreement and it was noted that it had been signed by the sole member and that it satisfied the requirements of section 479A(2)(a) of the Companies Act 2006

2.4 The meeting noted that the Company's accounts for the year ending 31 May 2021 would include a statement on the balance sheet that:

"For the year ending 31 May 2021 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476
- the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts"

3. Adjournment

3.1 The meeting was adjourned so that the Member's Agreement could be submitted to the sole member of the Company for signature.

3.2 The meeting reconvened at 10.30am and the chairperson reported that the Member's Agreement had been duly signed by the sole member.

4. Resolutions

Following consideration, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, the meeting resolved that:

4.1 Adopting the Proposed Exemption would promote the success of the Company for the benefit of its members as a whole.

4.2 The terms of the Statement of Guarantee be and are approved and ratified.

4.3 Any director of the Company be and is authorised to sign the Statement of Guarantee on behalf of the Company.

5. Filing

The chairperson instructed the Company Secretary to:

- 5.1 Make all necessary and appropriate entries in the books and registers of the Company; and
- 5.2 Deliver to the Register of Companies on or before the date on which the Company files the accounts for the financial year ending 31 May 2021:
 - (a) a copy of the Member's Agreement;
 - (b) the Statement of Guarantee;
 - (c) a copy of the consolidated accounts of the Parent in which the Company is included;
 - (d) a copy of the auditor's report on the consolidated accounts referred to in 10.2(c) above; and
 - (e) a copy of the consolidated annual report drawn up by the Parent.

6. Close

There was no further business and the chairperson declared the meeting closed.

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Chairperson

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23 February 2022