

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
COPY RESOLUTIONS**

**of
THE ENERGY SAVING TRUST LIMITED (the "Company")
(Company number 02622374)**

Dated 13 July 2011

At an Annual General Meeting of the Company, duly convened and held in accordance with the Company's Articles of Association at 21 Dartmouth Street, London SW1H 9BP on 13 July 2011, the following resolutions were duly passed -

Special Resolution

- 1 THAT conditional upon, and taking effect immediately from, a company shortly to be incorporated and to be known as "The Energy Saving Trust Charitable Foundation" becoming a registered charity (and providing such registration occurs before 31 March 2012) the existing Articles of Association of the Company be and are amended as follows
 - 1 1 by the deletion of the definitions of "Elected Directors" and "Independent Directors" in Article 2,
 - 1 2 by the replacement in Article 10 of "one half of the Members" with "one Member",
 - 1 3 by the deletion in Article 22 2 of ", except to the extent otherwise provided pursuant to Article 22 3",
 - 1.4 by the deletion of Article 22 3 in its entirety,
 - 1 5 by replacing Article 28 1 with "There shall be no maximum number of directors on the Board of Directors ",
 - 1 6 by the deletion of Article 28 3 in its entirety,
 - 1 7 by the replacement of all of the wording in Article 29 1 with "Intentionally left blank ",
 - 1 8 by the replacement of all of the wording in Article 29 2 with "Intentionally left blank ",
 - 1 9 by replacing Article 29 3 with "The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors ",
 - 1 10 by the deletion in Article 29 4 of "29 1 to",
 - 1 11 by the replacement of all of the wording in Articles 30 1, 30.2 and 30 3 with "Intentionally left blank ",
 - 1 12 by the replacement of all of the wording in Article 31 6 with "the Board resolve that that Director be removed",
 - 1 13 by the deletion of Articles 31 7, 31 8 and 31 9 in their entirety,



1 14 by the replacement of all of the wording in Article 37 with "The quorum for the transaction of business by the Directors shall be two Directors unless the Company only has one Director for the time being in which case that Director may (for so long as remains the sole Director) take decisions without regard to any of the provisions of the Articles relating to Directors' decision-making "; and

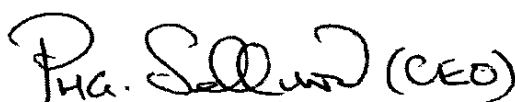
1 15 by the replacement of all of the wording in Article 42 1 3 with "Intentionally left blank "

Resolutions in accordance with Article 5.3 of the Articles of Association of the Company

2. THAT conditional upon, and taking effect immediately from, a company shortly to be incorporated and to be known as "The Energy Saving Trust Charitable Foundation" becoming a registered charity (and providing such registration occurs before 31 March 2012) all of the members of the Company as at 24 June 2011 be removed as members of the Company,

Ordinary Resolutions

- 3 THAT Smith & Williamson be reappointed as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company, and
- 4 THAT the directors of the Company be authorised to agree the remuneration of the auditors

 (CEO) 19/7/2011.
Director