

Company number: 02622374

Private company limited by guarantee and not having a share capital

Written resolution

of

The Energy Saving Trust Limited

(the "Company")

Date: 14 March 2012

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

Special Resolution

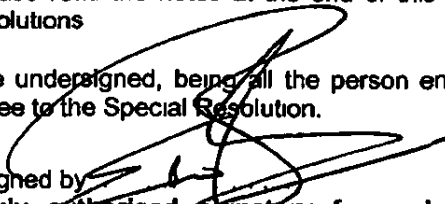
1. That Article 46 of the Company's Articles of Association be deleted in its entirety and replaced as follows.

Subject to the provisions of the Acts, the Board may (in their absolute discretion) determine to appoint a Secretary. Any such appointment shall be at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by the Board at any time.

Agreement

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

The undersigned, being all the person entitled to vote on the above resolution, hereby irrevocably agree to the Special Resolution.

Signed by 
Duly authorised signatory for and on Date
behalf of The Energy Saving Trust
Charitable Foundation

12/4/12.

Notes

- 1 Please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company's registered office at TLT LLP, One Redcliff Street, Bristol BS1 6TP
- 2 You may not return the resolutions to the Company by any other method
- 3 If you do not agree to the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 4 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 5 Unless, by 28 days after the circulation date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date
- 6 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.

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