

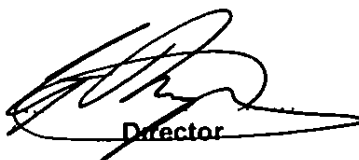
Company Number: 05849580

**The Companies Act 2006**  
**Company Limited by Shares**  
**Written Resolution**  
**of**  
**Utilitywise Limited**  
**(Company)**

On 4 MAY 2012, the following resolution was duly passed as a special resolution by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

**Special Resolution**

- 1 That,
- 1 1 each of the issued ordinary shares of £0 01 in the capital of the Company held by Geoff Thompson, Adam Thompson and Andrew Richardson be subdivided into 10 ordinary shares of £0 001 each,
- 1 2 the Company be re-registered as a public limited company under the Companies Act 2006 with the name Utilitywise plc, and
- 1 1 the regulations contained in the printed document attached to this written resolution be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

  
Director

