

Company Number* 05849580

The Companies Act 2006
Company Limited by Shares
Resolutions
of
Utilitywise plc (Company)

THURSDAY



passed at a meeting held on 1 June 2012

Ordinary Resolution

- 1 That, in accordance with section 551 of the Companies Act 2006 (**Act**), the directors of the Company be generally and unconditionally authorised to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to a maximum aggregate nominal amount of £35,892 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on a date no later than 15 months from the date of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. All previous authorities vested in the directors on the date of this resolution to allot shares or grant Rights, or allot relevant securities (as defined in the Act) that remain unexercised at the date of this resolution are revoked. P10

Special Resolution

- 2 That the directors be given the general power in accordance with section 570 of the Companies Act 2006 (**Act**) to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 1 set out above as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to P11
- 2.1 the allotment of equity securities in connection with an offer by way of a rights issue
- 2.1.1 to the holders of ordinary shares in proportion (as nearly as practicable) to their respective holdings, and
- 2.1.2 to the holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,
- but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange,
- 2.2 the allotment (otherwise than pursuant to resolution 2.1 above) of equity securities up to an aggregate nominal amount of £21,560

The power granted by this resolution shall, unless renewed, varied or revoked by the Company, expire on a date no later than five years from the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities



Director