

**Company number 05849580**

**ORDINARY AND SPECIAL RESOLUTIONS**

**OF**

**Utilitywise PLC ("Company")**

**Passed on 15<sup>th</sup> December 2014**



At an annual general meeting of the Company duly convened and held at Utilitywise House, 3 & 4 Cobalt Park Way, Cobalt Business Park, North Tyneside, NE28 9EJ on 15<sup>th</sup> December 2014 at 11am, the following resolutions (preserving their numbering as presented to the AGM) were duly passed as ordinary and special resolutions.

**ORDINARY RESOLUTION**

8. (i) THAT, subject to and in accordance with Article 9 of the Articles of Association of the Company, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") (in substitution for any existing authority to allot relevant securities) to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £24,008.24 (being one third of the issued share capital of the Company) provided that such authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the board may allot shares and grant rights to subscribe or convert securities into shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired, and further,

(ii) THAT, the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £24,008 24 (being one third of the issued share capital of the Company) provided that this authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and

the board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

#### **SPECIAL RESOLUTIONS**

9. THAT, subject to the passing of resolution 8 as set out in the notice of this meeting, and in accordance with Article 9 of the Articles of Association of the Company, the Directors be and are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the general authority conferred by resolution 8 as set out in the notice of this meeting and be empowered pursuant to section 573 of the Act to sell ordinary shares (as defined in section 560 of the Act) held by the Company as treasury shares (as defined in section 724 of the Act) for cash, as if section 561(1) of the Act did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares

- (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory;
- (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £3,601.23 being approximately 5 per cent of the Company's issued share capital;

and such power shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the board may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired

10. THAT, the Company be generally and unconditionally authorised, pursuant to section 701 of the Companies Act 2006, to make market purchases (as defined in section 693(4) of the Companies Act 2006) of up to 7,202,474 Ordinary Shares of 0.1p each in the capital of the Company (being approximately 10 per cent of the current issued ordinary share capital of the

Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (a) the amount paid for each share (exclusive of expenses) shall not be more than the higher of (1) five per cent above the average of the middle market quotation for ordinary shares as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange for the five business days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and current independent bid as derived from the trading venue where the purchase was carried out or less than 0.1p per share; and
- (b) the authority herein contained shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2015 provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred hereby had not expired.

Signed.....

Chairman of the meeting