

Company Number: 06380019

WEDNESDAY



THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

AQUA VERITAS CONSULTING LIMITED

(the "Company")

Circulation Date – 20 APRIL 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, each having effect as a special resolution (the "Resolutions")

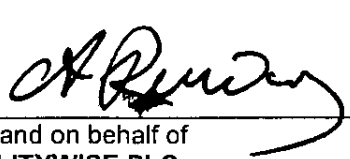
SPECIAL RESOLUTIONS

- 1 **THAT** the execution, delivery and performance by the Company of the documents listed in the Appendix to which it is a party (the "**Documents**") (as the same may be amended in any way) is for the benefit of and in the interests of the Company and is hereby approved
- 2 **THAT** the directors of the Company are hereby authorised to take any action or enter into any other documents in connection with the Documents as they shall consider appropriate, and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors
- 3 **THAT** the directors of the Company are hereby authorised to do all things necessary or desirable in connection with the Documents and any related documents, notwithstanding any provisions of the Company's articles of association

AGREEMENT

Please read the notes at the end of this document before agreeing to the Resolutions

The undersigned was at the time the Resolutions were circulated entitled to vote on, and irrevocably agrees to, the Resolutions


For and on behalf of
UTILITYWISE PLC

20 APRIL 2015
Date

We hereby certify that this is a true and complete copy of the original document

Certified by: J V Sancho Saez One Cow
Date: 28 April 2015

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -
 - **By Hand** delivering the signed copy to the Company Secretary at 3 & 4 Cobalt Park Way, Cobalt Business Park, North Tyneside, Tyne and Wear NE28 9EJ,
 - **Post** returning the signed copy by post to the Company Secretary at 3 & 4 Cobalt Park Way, Cobalt Business Park, North Tyneside, Tyne and Wear NE28 9EJ,
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to jemil.visram@squareonelaw.com Please enter "Written resolutions dated 20 April 2015 – Aqua Veritas" in the e-mail subject box
- 2 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
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless, within 28 days of circulation of the Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 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

Appendix

Document	Parties (amongst others)
Revolving Facility Agreement	(1) Utilitywise plc (as Borrower) (2) The Royal Bank of Scotland plc (as Arranger) (3) The Royal Bank of Scotland plc (as Agent) (4) The Royal Bank of Scotland plc (as Security Agent) (5) The Company and others as Guarantors (as defined therein)
Debenture	(1) Utilitywise plc, Eco Monitoring Utility Systems Limited, Clouds Environmental Consultancy Limited, Aqua Ventas Consulting Limited, Energy Information Centre Limited (as Chargors) (2) The Royal Bank of Scotland plc (as Security Agent)