

COMPANY NUMBER: 06474145

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PH JONES GROUP LIMITED

Circulation Date: 13 May 2011



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution ("**Resolution**")

THAT the sale by the Company's wholly-owned subsidiary PH Jones Limited ("PHJ") of its Utility Services division and certain intellectual property rights relating to the Totalboilers website to PH Jones Metering Services Limited ("PHJMS") (being a company connected with Martin Jones and Christopher Jones, directors of the Company) on the terms of the documents circulated to all the members of the Company on or before the circulation date (and listed below) be approved notwithstanding that the same amounts to a substantial property transaction.

Documents:

- (a) An agreement ("**Asset Purchase Agreement**") to be entered into between PHJ and PHJMS for the sale of the Business and the Assets for a consideration of the aggregate of the values attributed to the Assets as set out in the Agreement to be paid in cash within 2 days of completion,
- (b) A final draft deed of assignment ("**Deed of Assignment**") to be entered into between PHJ and PHJMS in relation to the assignment of certain intellectual property rights in the Totalboilers website owned by the Company, a transitional services agreement ("**TSA**") to be entered into between PHJMS and PHJ under which PHJ is to provide general HR, payroll, accounts administration, financial management, marketing and communications, health and safety, fleet administration, purchasing administration, purchasing management and ICT services to PHJMS,
- (c) a Name and Logo Licence ("**Name Licence**") to be entered into between PHJMS and PHJ under which PHJ is to grant PHJMS rights to use certain intellectual property rights owned by PHJ, and
- (d) a licence in respect of the 'Pilot' Software ("**Pilot Licence**") to be entered into between PHJ and PHJMS under which PHJ is to grant PHJMS rights to

use certain intellectual property rights owned by PHJ relating to such software

AGREEMENT

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

The undersigned, being persons entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Resolution

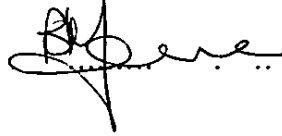
Signed by
Phil Jones

Date


13 May 2011


Signed by
Brenda Jones

Date


13 May 2011


Signed by
Martin Jones

Date


13 May 2011

Signed by
Chris Jones

Date


13 May 2011

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company's registered office or to Davis Blank Furniss, 90 Deansgate, Manchester, M3 2QJ for the attention of Andy McNish

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date