

Company Number: 07239342

The Companies Acts
Private Company Limited by Shares
WRITTEN RESOLUTION
OF
Which? Financial Services Limited ("the Company")

Circulation Date: 19 June 2012

Pursuant to Chapter 2 of Paragraph 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution

THAT:

1. *"in accordance with section 551 of the Companies Act 2006, the Directors be authorised to allot shares in the Company up to an aggregate nominal amount of £5,000,000 to Which? Limited (registered company number 677665) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2013"*

AGREEMENT

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

The undersigned, a person entitled to vote on the resolution on 19 June, hereby irrevocably agrees to the Resolution

Print name MIKE CLASPER

Signed by. [Signature]

For and on behalf of Which? Limited, registered company number 677665

Date 10 JULY 2012



A04 27/08/2014 #315
COMPANIES HOUSE

NOTES

- 1 If you agree with the Resolution, 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 Andrew Reading at **2 Marylebone Road, London, NW1 4DF**,
- **Post:** returning the signed copy by post to **Andrew Reading at 2 Marylebone Road, London, NW1 4DF**,
- **Fax:** faxing the signed copy to 020 7700 7810 marked "For the attention of **[Andrew Reading]**"
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Andrew reading@which.co.uk.

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, by 14 July 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