

Company Number: 05849580

The Companies Act 2006
Company Limited by Shares
Written Resolution
of
Utilitywise Limited
(Company)

On **4 MAY** 2012, the following resolutions were duly passed as ordinary or special resolutions (as necessary) by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

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 £83,233 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 a 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

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
 - 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 £62,525



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

Ordinary Resolution

- 3 That, subject to and conditional on the passing of resolution 1 above, the directors of the Company be and are hereby authorised to capitalise the sum of £49,900 standing to the credit of the Company's reserves and that such sum be appropriated to the holders of the issued ordinary shares of £0 01 each in the capital of the Company registered as at the date of this resolution in the same proportion as they would have been entitled had such sum been distributed by way of dividend and be applied in paying up in full 4,990,000 unissued ordinary shares of £0 01 each in the capital of the Company (ranking *pari passu* in all respects with the existing issued ordinary shares in the Company) to be allotted and issued credited as fully paid up at par to and amongst such shareholders in the proportion of 499 new ordinary shares of £0 01 each for every 1 ordinary share of £0 01 each held as at the date of this resolution



Director