



A06 09/02/2018 #107
COMPANIES HOUSE

UTILITYWISE PLC**COMPANY NUMBER: 05849580****(the "COMPANY")****ORDINARY AND SPECIAL RESOLUTIONS****PASSED BY SHAREHOLDERS ON 30 JANUARY 2018**

At the 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 30 January 2018 at 10.00 am, the following resolutions (preserving their numbering as presented to the AGM) were duly passed.

Ordinary Resolutions**4. General authority to allot shares**

THAT, subject to and in accordance with Article 9 of the Articles of Association of the Company, the Directors be and they are hereby generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006 (the 'Act') and in substitution for any existing authority to allot relevant securities, to exercise all powers of the Company to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares of the Company up to an aggregate nominal amount of £26,170 (being one third of the issued capital of the Company) provided that (unless previously revoked, varied or extended by the Company in general meeting) this authority shall expire at the conclusion of the next Annual General Meeting of the Company, except that the Company may at any time 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 Directors may allot shares and grant rights to subscribe or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

5. Authority to allot shares in connection with a rights issue

THAT, in addition to the authority granted pursuant to resolution 4 set out in the notice of meeting, the Directors be and they are hereby generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006 (and in substitution for any existing authority to allot securities other than the authority set out in resolution 4), to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act) and to grant rights to subscribe for or to convert any security into shares of the Company 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 a further aggregate nominal amount of £26,170 (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 Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

For the purposes of the authority in this paragraph 5, 'rights issue' means an offer to:

- (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, 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 or legal, regulatory or practical problems in, or under the laws of, any territory.*

Special Resolutions

6. Disapplication of pre-emption rights

THAT, subject to the passing of resolutions 4 and 5 as set out in the notice of meeting, and in accordance with Article 9 of the Articles of Association of the Company, the Directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the general authority conferred by resolutions 4 and 5 as set out in this notice of meeting and be empowered pursuant to section 573 of the Act to sell ordinary shares (as defined in section 560 of the Act) held 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:

- a) 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 such 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; and
- b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £3,925, being approximately 5% of the Company's issued share capital,

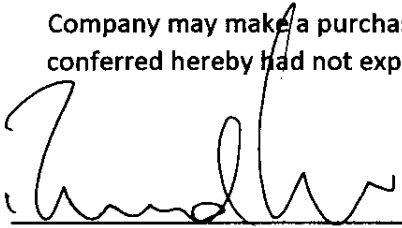
and such power shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted or treasury shares to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

7. Authority to purchase own shares

THAT the Company be generally and unconditionally authorised, pursuant to section 701 of the Act, to make market purchases (as defined in section 693(4) of the Act) of up to 7,851,293 ordinary shares of 0.1p each in the capital of the Company (being approximately 10% 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:

- (i) more than the higher of 5% 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 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
 - (ii) less than 0.1p per share; and
- b) the authority contained herein shall expire at the conclusion of the next Annual General Meeting of the Company 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 conferred hereby had not expired.



Richard Laker
Company Secretary