

Company Number: 09008074

THE COMPANIES ACT 2006  
PRIVATE COMPANY  
LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
OF  
DWF APOLLO MIDCO LIMITED  
(the "Company")

THURSDAY



CIRCULATION DATE: 30 May 2014

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

ORDINARY RESOLUTION

THAT any actual or possible conflict of interest which may arise by virtue of any of the matters set opposite the director's name in the table below ("Conflicts") be authorised and approved for all purposes including, without limitation, sections 175 and 180 of the Act

Director	Nature of Conflict
Matthew Hirst	<ul style="list-style-type: none"><li>Is a proposed investor in the Company and will be issued with loan notes in the Company as part of the investment by NorthEdge Capital I GP LLP, NorthEdge Capital Fund I LP and others (the "Investment")</li><li>Is a director of DWF Apollo Topco Limited, Company's parent company</li><li>Is a director of DWF Apollo Midco Limited, a subsidiary of DWF Apollo Topco Limited</li><li>Will be issued with shares by DWF Apollo Topco Limited as part of the Investment</li><li>Is a director of Utiligroup Limited (which will become a subsidiary of the Company as a result of the acquisition of its entire issued share capital by the Company) and its subsidiaries</li></ul>

Director	Nature of Conflict
Andrew Green	<ul style="list-style-type: none"> <li>- Is a proposed investor in the Company and will be issued with loan notes in the Company as part of the Investment</li> <li>- Is a director of DWF Apollo Midco Limited, a subsidiary of DWF Apollo Topco Limited</li> <li>- Will be issued with shares by DWF Apollo Topco Limited as part of the Investment</li> <li>- Is a director of Utiligroup Limited (which will become a subsidiary of the Company as a result of the acquisition of its entire issued share capital by the Company) and its subsidiaries</li> </ul>

#### AGREEMENT

**Please read the notes attached to this document before signifying your agreement to the Resolutions.**

I the undersigned (being the only person who was entitled to vote on the Resolutions on the Circulation Date) hereby irrevocably agree to the Resolutions

Signed

  
DWF APOLLO TOPCO LIMITED

Dated

30 May 2014

## NOTES

- 1 If you agree with all the Resolution, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the "**Lapse Period**") using one of the following methods
  - 1 1 **By Hand** delivering the signed copy to the Company's Registered Office
  - 1 2 **Post** returning the signed copy by post to the Company's Registered Office
- 2 If you do not agree with all the Resolution 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 Resolution, you may not revoke your agreement
- 4 The Resolution is passed when the required majority of eligible members have signified their agreement to it
- 5 If the Resolution is not passed before the end of the Lapse Period it will lapse If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolution will be ineffective
- 6 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
- 7 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