

Company Number: 01811556

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**ZONEGREEN LIMITED**

**(the "Company")**

WEDNESDAY



A37 \*A23JMROW\* 06/03/2013 #127  
COMPANIES HOUSE

Circulation Date: 18 February 2013 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**2006 Act**"), the Directors of the Company propose that the following resolution is passed as a Special Resolution (the "**Resolution**").

**SPECIAL RESOLUTION**

**THAT** the terms of an agreement between Esther Rosatti and the Company for the purchase by the Company of 745 B ordinary shares of 1p in the capital of the Company as set out in the draft contract attached to this Resolution (the "**Buyback**") be and are hereby approved and the Company be and is hereby authorised to complete the Buyback attached to this Resolution and that, for the purpose of the Buyback only, all rights of pre-emption set out in the Articles of Association of the Company, the Companies Act 2006 or otherwise are duly waived or amended accordingly in respect of the Buyback in order for the Buyback to take place.

**AGREEMENT**

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

The undersigned, being members entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

  
**ANTHONY GERARD HAGUE**

Dated: 18 / 2 / 2013

  
**CHRISTIAN LEE FLETCHER**

Dated: 18/2/2013

T.A Wilson  
**THOMAS ALEXANDER WILSON**

Dated: 18/2/2013

#### NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by hand or by post to the Company Secretary at the Company's registered office at Sir John Brown Building, Davy Industrial Park, Sheffield, South Yorkshire S9 4EX.

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.
4. 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.
5. 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.