

Company Number: 3808091

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
THE ZOO GROUP LIMITED (the "Company")

FRIDAY



WRITTEN RESOLUTION OF THE SOLE MEMBER

CIRCULATION DATE: 21 October 2010 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution set out below is passed as a special resolution ("Special Resolution")

SPECIAL RESOLUTIONS

- 1) **THAT** the Company's issued share capital be reduced from £46,262 divided into 462,614 ordinary shares of £0 10p each and 100 ordinary shares of £0 01p each to £1 divided into one hundred ordinary shares of £0 01p each by cancelling 462,614 issued ordinary shares of £0 10p each in the capital of the Company
- 2) **THAT** the Company's share premium account be reduced from £9,517 to £nil
- 3) **THAT** the Company's capital redemption reserve account be reduced from £5,022 to £nil
- 4) **THAT** Jerram Shurville and Giles Lee being directors of The Zoo Group Ltd be and are hereby authorised, approved and instructed to sign the solvency statement required to be given for the purposes of section 642 and pursuant to section 643 of the Companies Act 2006

AGREEMENT TO THE RESOLUTION

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

The undersigned, being the sole member of the Company who at the Circulation Date is eligible to vote on the Special Resolution, hereby irrevocably agrees to the Special Resolution

Two handwritten signatures in black ink, one appearing to be 'J Shurville' and the other 'G Lee'.

SIGNED by Jerram Shurville and Giles Lee for and on behalf of
BRAY LEINO HOLDINGS LIMITED

Date 21 October 2010