

ZLC LONDON LIMITED ('COMPANY')
Private Company Limited by Shares
Company Number 08597980

WRITTEN RESOLUTION

26 September 2013



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

Ordinary Resolution

- 1 **THAT** the one ordinary share in the Company held by Zoe Paskin be re-designated as an A Ordinary share
- 2 **THAT**, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 20 September 2018. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities

Special Resolution

- 3 **THAT**, subject to the passing of resolution 2 and in accordance with section 570 of the Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall
 - a be limited to the allotment of equity securities up to an aggregate nominal amount of £1,000,000, and
 - b expire on 20 September 2018 (unless renewed, varied or revoked by the Company prior to or on that date), 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired
- 4 **THAT** the articles of association contained in the document initialled by the chairman for the purpose of identification be adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on 26 September 2013,
hereby irrevocably agree to the Resolution

Signed by Zoe Paskin

A handwritten signature in black ink, appearing to read 'Zoe Paskin', with a stylized flourish at the end.

Date

26 September 2013

NOTES

- 1 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, by 24 October 2013 (being 28 days after circulation), 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