

Company number: 09005884

**PROJECT ZIGZAG LIMITED**

(the *Company*)

**WRITTEN MEMBER'S RESOLUTIONS**

14 May 2014

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the articles of association of the Company, we, being the sole member of the Company who would, at the date of these resolutions, be entitled to attend and vote at a general meeting of the Company, **confirm and agree** that the following resolutions shall have effect as if passed by the Company in general meeting and accordingly we **resolve**.

**SPECIAL RESOLUTION 1**

- 1 **THAT**, the Company be re-registered as a public company by the name of Zoopla Property Group plc, in accordance with section 90 of the Companies Act 2006 (the *Act*) and the directors of the Company (the *Directors*) and the secretary of the Company are hereby authorised to take any and all steps, including the filing or publication of all the necessary notices, forms or returns to effect the re-registration of the Company.

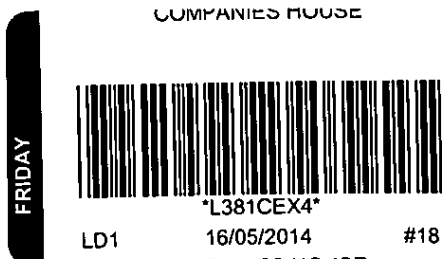
**SPECIAL RESOLUTION 2**

- 2 **THAT**, with immediate effect, the draft articles of association attached to these resolutions at Appendix A (the *New Articles*) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

**ORDINARY RESOLUTION 1**

- 1 **THAT**, conditional on and immediately subsequent to Special Resolution 2 becoming effective and the adoption of the New Articles, and in accordance with section 551 of the the Act, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £100 provided that this authority, unless renewed, varied or revoked by the Company, may only be exercised for a period of five years commencing on the date on which this resolution is passed, save that the Directors may make an offer or agreement which would, or might, require shares to be allotted after the expiry of such authority (and the directors may allot shares in pursuance of an offer or agreement as if such authority had not expired). This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities

LON29990216



## **Agreement**

Please read the Notes at the end of this document before signifying your agreement to the resolutions.

The undersigned being the sole member of the Company on the date of this document irrevocably agrees to the resolutions set out above

**SIGNED by DMG MEDIA  
INVESTMENTS LIMITED**

)

*Clare Chapman*

**NOTES:**

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand, delivering the signed copy to Rós Ní Dhubháin at Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS

E-mail, by attaching a scanned copy of the signed document to an e-mail and sending it to [ros.nidhubhain@freshfields.com](mailto:ros.nidhubhain@freshfields.com). Please enter "Written resolutions relating to Re-registration" in the e-mail subject box.

2 If you do not agree to the resolutions, 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 resolutions, you may not revoke your agreement

4 Unless, by the date that is 28 days from the circulation date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date

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