

Company number 3579622

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

COOKE OPTICS LIMITED (the "Company")

1 September 2015 (the "Circulation Date")

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

ORDINARY RESOLUTIONS

- 1 **THAT** the situational or other conflicts of interest of the Directors detailed in the table below are hereby authorised and any action by any of them which would or might otherwise be or have been an infringement of a director's duty under section 175 of the Act by virtue of the nature of each situational conflict of interest detailed in the table below be and are hereby authorised

Name	Nature and Extent of Interest in Proposed Transaction or Arrangement
Les Zellan Guy Genin	1) Directors of the Company, 2) Members in ZGC, LLC , being a shareholder of the Company, 3) Directors and shareholders of ZGC, Inc , a New York Corporation (the " Target "), 4) Each to be a party to a stock purchase agreement to be entered into in relation to the sale of the entire issued share capital in ZGC, Inc to the Company , and 5) Each to be a party to the share purchase agreement in relation to the sale of the entire issued share capital of the Company to Hamsard 3367 Limited (company number 9460256) (the " Share Purchase Agreement ")
Robert Howard	1) Director and shareholder of the Company, and 2) To be a party to the Share Purchase Agreement
Barbara Lowry	1) Director of the Company, and 2) Wife of Les Zellan

- 2 **THAT** the Directors be and are hereby authorised in accordance with section 175(5)(a) of the Act to ratify matters relating to a director which would otherwise have been or be an infringement of a director's duty under section 175 of the Act in such manner as they reasonably see fit

SPECIAL RESOLUTION


- 3 **THAT** the purchase by the Company of the entire issued share capital of the Target from Les Zellan and Guy Genin, being directors of the Company, be approved for the purpose of section 190 of the Act.

AGREEMENT

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

We, the undersigned, being the shareholders of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

Signed




Name of Shareholder

ZGC, LLC

Date

1 September 2015

Signed



Name of Shareholder

Robert Howard

Date

1 September 2015

Signed



Name of Shareholder

Alan Merrills

Date

1 September 2015

R Howard
as attorney

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the directors of the Company using one of the following methods
 - (a) **By Hand.** delivering the signed copy to Carly Gulliver, Squire Patton Boggs (UK) LLP, 2 Park Lane, Leeds, West Yorkshire LS3 1ES.
 - (b) **Post** returning the signed copy by post to Carly Gulliver, Squire Patton Boggs (UK) LLP, 2 Park Lane, Leeds, West Yorkshire LS3 1ES
 - (c) **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to carly.gulliver@squirepattonboggs.com Please enter "Written Resolutions dated _____ 2015" 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 which is 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 5 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
- 6 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

Company number 3579622

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Cooke Optics Limited (the "Company")

Circulation Date: 1 September 2015

TUESDAY

A09

08/09/2015
COMPANIES HOUSE

#386

We, the undersigned, being the members of the Company entitled to attend and vote at general meetings of the Company as at the Circulation Date, hereby irrevocably agree to all of the following resolutions (the "**Resolutions**"), which are proposed by the directors of the Company (the "**Directors**") to be passed as ordinary and special resolutions (as indicated below) of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "**Act**")

ORDINARY RESOLUTIONS

- 1 **THAT** the situational or other conflicts of interest of the Directors detailed in the table below are hereby authorised and any action by any of them which would or might otherwise be or have been an infringement of a director's duty under section 175 of the Act by virtue of the nature of each situational conflict of interest detailed in the table below be and are hereby authorised

Name	Nature and Extent of Interest in Proposed Transaction or Arrangement
Les Zellan	(1) a Director of the Company, ZGC Inc, Hamsard 3366 Limited (" Bidco ") and Hamsard 3367 Limited (" Topco "), (2) a member of ZGC LLC (" LLC "), a shareholder in the Company and due to sell his shares in the Company to Topco, (3) LLC due to be issued shares in Topco, (4) a party to an investment agreement to be entered into between (1) the Managers (as defined therein), (2) Topco, (3) Bidco, (4) Growth Capital Partners Fund III LP (the " Investor ") and (5) Les Zellan and Guy Genin, in connection with the subscription and holding of shares in Topco and loan notes in Bidco (the " Investment Agreement "), (5) a party to a share purchase agreement in relation to the sale of the entire issued share capital of the Company to Topco (the " Acquisition Agreement "), and (6) a party to the disclosure letter from LLC, Robert Howard and Alan Merrills to Topco in respect of the

	warranties in the Acquisition Agreement ("Acquisition Disclosure Letter") (by virtue of his membership in the LLC)
Robert Howard	(1) a Director of the Company, Cooke Optics TV Limited, Bidco and Topco, (2) a shareholder in the Company and due to sell his shares in the Company to Topco, (3) due to be issued shares in Topco, (4) a party to the Investment Agreement, (5) a party to the Acquisition Agreement, (6) a party to the Acquisition Disclosure Letter, (7) a party to a settlement agreement with the Company, and (8) a party to a service agreement with the Company

- 2 **THAT** the Directors be and are hereby authorised in accordance with section 175(5)(a) of the Act to ratify matters relating to a director which would otherwise have been or be an infringement of a director's duty under section 175 of the Act in such manner as they reasonably see fit

SPECIAL RESOLUTION

- 3 **THAT** the regulations contained in the document attached hereto, and initialled by a Director of the Company for identification, are hereby approved and adopted as the articles of association of the Company and in substitution for and to the exclusion of all existing articles of association of the Company

AGREEMENT

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

We, the undersigned, being the shareholders of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

Signed

Name of Shareholder

ZGC, LLC

Date

1 September 2015

Signed

Robert Howard

Name of Shareholder

Robert Howard

Date

1 September 2015

Signed



RETURNED AS
ATTORNEY

Name of Shareholder

Alan Merrills

Date

1 September 2015

NOTES

- (a) If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it using one of the following methods
 - (b) **By Hand:** delivering the signed copy to 1 Cooke Close, Thurmaston, Leicester LE4 8PT,
 - (c) **Post** returning the signed copy by post to 1 Cooke Close, Thurmaston, Leicester LE4 8PT, or
 - (d) 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
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 - 4 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