

Print of resolutions for filing at Companies House

Company Number 07427531

SPECIAL AND ORDINARY RESOLUTIONS

OF

ZF ACQUISITIONS LIMITED (the "Company")

Passed on 14th February 2013

WEDNESDAY



A13 *A22M8K5U* 20/02/2013 #43
COMPANIES HOUSE

At a general meeting of the Company duly convened and held on 14th February 2013 the following resolutions were duly passed

ORDINARY RESOLUTION

- 1 That the directors be and they are hereby generally and unconditionally authorised, for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to. *R10*

1 1 allot ordinary shares of £0 10 each in the Company, or

1 2 grant rights to or subscribe for or to convert any security into ordinary shares of £0 10 each in the Company ("Rights")

up to an aggregate maximum nominal amount of £63,000 (630,000 ordinary shares of £0 10 each) pursuant to a conditional warrant instrument entered into by the Company on or around 28 January 2013 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 14 February 2018 save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted or Rights to be granted after such expiry and the directors may allot shares in the Company or grant Rights in pursuance of such 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 80 of the Companies Act 1985 or section 551 of the Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

SPECIAL RESOLUTION

- 2 That, subject to the passing of resolution 1 and in accordance with section 570 of the Companies Act 2006 (the "Act"), the directors be and they are hereby generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment provided that this power shall *R11*

- 2 1 be limited to the allotment of equity securities up to an aggregate nominal amount of £63,000 (630,000 ordinary shares of £0 10 each) pursuant to a conditional warrant instrument entered into by the Company on or around 28 January 2013, and
- 2 2 expire on 14 February 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

This power is in substitution for all previous powers conferred on the directors in accordance with section 89 of the Companies Act 1985 or section 570 of the Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such powers

A handwritten signature in black ink, consisting of a stylized 'D' followed by a series of loops and a long horizontal stroke, positioned above a dotted line.

Director