

COMPANY NUMBER: 06721766

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
OF  
**ZED PUBLISHING LIMITED**

**Circulated to the members on the 18<sup>th</sup> day of March 2017 ("Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that resolution 1 below shall take effect as an ordinary resolution ("**Ordinary Resolution**") and resolutions 2, 3, and 4 below shall take effect as special resolutions ("**Special Resolutions**"),

(the Ordinary Resolution and Special Resolutions are together referred to as the "**Resolutions**").

**Ordinary Resolution**

1. That the directors of the Company be and are hereby generally authorised to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £136 at any time or times during the period from the date on which this resolution was passed up to and including the date which is not more than five years from the date of the passing of this resolution, on which date the authority given by this resolution shall expire and such authority shall allow the company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.

**Special Resolutions**

1. That the share capital of the Company be held as follows:

1.1 the 100 ordinary shares shall henceforth be held as follows, 56 £1 Ordinary Shares by Matthew David Jenns and 46 £1 Ordinary Shares by Susan Jenns;

1.2 34 'A' ordinary £1 shares shall henceforth be held by Lee Allan Penton ;

each such Ordinary Shares and 'A' Shares having the respective rights described in the new Articles of Association to be adopted in terms of Special Resolution 4 of these Resolutions



2. That the directors of the Company be and are hereby empowered to allot equity securities as if section 561(1) of the Companies Act 2006 did not apply to any such allotment.

3. That the shareholders hereby waive all pre-emption rights which they may have in relation to any allotment of shares made pursuant to the authorities provided in these Resolutions entered into on the same date as this resolution.

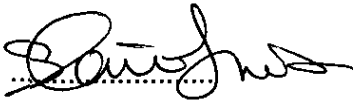
4. That the regulations contained in the document attached to this written resolution of the Company and initialled for the purpose of identification be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

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

The undersigned, the sole person entitled to vote on the above Resolutions on Circulation Date, hereby irrevocably agrees to the Resolutions as indicated above:



**Mr Matthew David Jenns**



**Mrs Susan Jenns**

#### Note

An ordinary resolution will be passed once members representing a simple majority of the total voting rights of eligible members signify their agreement to it. A special resolution will be passed once members representing 75% of the total voting rights of eligible members signify their agreement to it. In each case, the requisite percentage must be achieved within the period of 28 days beginning on the circulation date specified above.

If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.