

Registered no. SE000078

THE COMPANIES ACT 2006

FRIDAY



SOCIETAS EUROPAEA REGISTERED IN ENGLAND AND WALES

ZEAL NETWORK SE

At the annual general meeting of ZEAL Network SE (the "**Company**") duly convened and held on 22 June 2016, the following resolutions were duly passed, in the case of resolution 12 as an ordinary resolution, and in the case of resolutions 13 and 14 as special resolutions

ORDINARY RESOLUTION

- 12 To generally and unconditionally authorise the Executive Board pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company (with and subject to the approval of the Supervisory Board in each case) to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of €1,197,017

This authority shall, unless previously revoked, varied or renewed, expire on 21 June 2021, but the Company may make offers and enter into agreements before the authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any securities into shares to be granted after such expiry and the directors may allot shares and grant rights to subscribe for or to convert any security into shares in pursuance of any such offer or agreement as if the authority had not expired. All unexercised authorities previously granted to the directors pursuant to section 551 of the Companies Act 2006 are hereby revoked.

SPECIAL RESOLUTIONS

- 13 To empower, subject to the passing of resolution 12, the Executive Board pursuant to section 570 and section 573 of the Companies Act 2006 (with and subject to the approval of the Supervisory Board in each case) to allot equity securities (within the meaning of section 560 of that Act) for cash, pursuant to the authority conferred by resolution 12, as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities
- (i) in connection with an offer equity securities to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares and to holders of other equity

securities in accordance with their respective rights, subject to such restrictions or arrangements as the Executive Board may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, or any legal, regulatory or practical problems in, or under the laws of, any territory or arising from the requirements of any regulatory body or stock exchange, and

- (ii) otherwise than under (i) above, up to an aggregate nominal amount of €838,508, provided that the issue price of any equity securities to be allotted under this paragraph (ii) shall be no more than 3% lower than the prevailing price of the Company's shares on any stock exchange on which the Company's shares are admitted to trading at the time that the issue price is fixed

This power shall (unless renewed) expire on 21 June 2021, but the Company may make offers and enter into agreements before the power expires 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 as if the power had not expired

This power shall apply in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in this resolution the words "pursuant to the authority conferred by resolution 12" were omitted

- 14 To amend the Statutes of the Company by deleting Statutes 14-17 and inserting in their place the following new Statutes 14-17

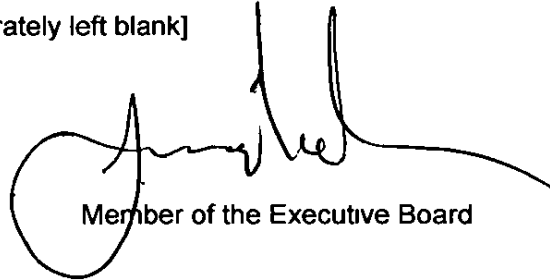
14 Subject to the provisions of the Companies Acts and these Statutes and to any resolution of the Company, and without prejudice to any rights attached to any existing shares, the Executive Board may, with and subject to the approval of the Supervisory Board in each case and subject to any necessary authority and/or power being conferred on the Executive Board by resolution of the Company in general meeting, offer, allot (with or without conferring a right of renunciation), grant options over or otherwise deal with or dispose of any shares to such persons, at such times, for such consideration and upon such terms as the Executive Board may decide provided always that no share shall be issued at a discount to its nominal value

15 The Executive Board may, at any time after the allotment of any share but before any person has been entered in the Register as the holder, recognise a renunciation of that allotment by the allottee in favour of some other person and may accord to any allottee of a share a right to effect

such renunciation on and subject to such terms and conditions as the Executive Board may think fit to impose

16 [Deliberately left blank]

17 [Deliberately left blank]

A handwritten signature in black ink, consisting of a large, stylized 'J' followed by a series of loops and a long horizontal stroke extending to the right.

Member of the Executive Board