

COMPANY NO 00278576  
 COMPANY LIMITED BY SHARES  
 RESOLUTIONS OF  
 COMET GROUP PLC

Passed on

At the General Meeting of the above-named Company duly convened and held at 22-24 Ely Place, EC1A 6TE on 30 January 2012 the following resolutions were duly passed Resolution 1 was proposed as a special resolution and resolutions 2 and 3 were proposed as ordinary resolutions

SPECIAL RESOLUTION

1 THAT

- (i) the Company be re-registered as a private limited company under the Companies Act 2006,
- (ii) the name of the Company be changed to Comet Group Limited, and
- (iii) the regulations contained in the document attached to the notice of the general meeting (initialled for the purposes of identification) be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association

ORDINARY RESOLUTIONS

- 2 THAT, with effect from the Company's re-registration as a private limited company and pursuant to paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of and in accordance with section 175 of the Companies Act 2006
- 3 THAT, with effect from the Company's re-registration as a private limited company and pursuant to and in accordance with section 551 of the Companies Act 2006, the directors be authorised to allot ordinary shares up to an aggregate nominal amount of £100,002 in the Company to Kesa International Limited (pursuant to clause 8.4 of the share purchase agreement dated 9 November 2011 between, inter alia, Kesa Holdings Limited and Hailey Acquisitions Limited (the "SPA")) provided that this authority shall, unless renewed, varied or revoked by the Company, expire at Completion (as defined in the SPA) 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 Companies Act 2006

TUESDAY



LD1 31/01/2012 #72  
 COMPANIES HOUSE