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12/02/2016

#208

COMPANIES HOUSE

CRN: 00589383

HOME CHARM GROUP LIMITED
(the "Company")

Written Resolutions of the sole Member of the Company

Circulation date 11 February 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolutions (the "**Resolutions**") are passed Resolution 1 is proposed as an ordinary resolution Resolutions 2, 3 and 4 are proposed as special resolutions

ORDINARY RESOLUTIONS

For Against

- 1 THAT the Reorganisation Steps Plan, in the form attached hereto, including the individual transactions relating to the Company referred to therein, be and is hereby approved

X	
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SPECIAL RESOLUTIONS

For Against

- 2 THAT the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association
- 3 THAT the Articles of Association attached hereto be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association
- 4 THAT, the directors of the Company having on 11 February 2016 made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company's share capital be reduced from £778,185,719 to £109, and share premium be reduced from £3,638,000 to £0, crediting the amount that the share capital and share premium is reduced by to the Company's profit and loss account, such reduction of capital to take effect on the day on which the copy of this resolution (and the documents which must accompany it under section 644(1) of the Companies Act 2006) is registered by the UK Registrar of Companies at Companies House in accordance with section 644(3) of the Companies Act 2006

X	
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X	
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X	
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AGREEMENT

Before signifying your agreement to the Resolutions, please read the notes at the end of this document

The undersigned, a person entitled to vote on the Resolutions on 11 February 2016, hereby irrevocably agrees to those Resolutions marked with an "X" in the column headed "For"

Signed by Homebase Holdings Limited



11/2/16

Date

NOTES

- 1 Please indicate whether you wish to vote for or against each Resolution by marking an "X" in the box next to the relevant Resolution headed "For" or "Against", then sign and date this document where indicated above and return it to the Company using one of the following methods
 - **By Hand** delivering the signed copy to Deputy Company Secretary, Home Retail Group plc, Avebury, 489-499 Avebury Boulevard, Milton Keynes, MK9 2NW
 - **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to Deborah.Hamilton@homeretailgroup.com Please enter "Written resolutions dated 11 February 2016" in the e-mail subject box
- 2 If you do not agree to any of 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 any of the Resolutions, you may not revoke your agreement
- 4 In relation to Resolution 4, unless, by midnight on the date which is 15 days from the date the solvency statement was made, sufficient agreement has been received for Resolution 4 to pass, that Resolution will lapse If you agree to Resolution 4, please ensure that your agreement reaches us before this time
- 5 Unless, by midnight on the date which is 28 days from the date first stated above, sufficient agreement has been received for one of Resolutions 1 to 3 to pass, that Resolution will lapse If you agree to any or all of Resolutions 1 to 3, please ensure that your agreement reaches us before this time
- 6 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
- 7 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

Resolution 1 was passed as an ordinary resolution on 11 February 2016

Resolution 2 was passed as a special resolution on 11 February 2016

Resolution 3 was passed as a special resolution on 11 February 2016

Resolution 4 was passed as a special resolution on 11 February 2016

In each case, the signatory being the sole member of the Company

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by several vertical and horizontal strokes.

Chairman