

1075840

MOTHERCARE NURSERY FURNITURE LIMITED

WRITTEN RESOLUTIONS: CIRCULATED ON 11 April 2012

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolutions contained in this document.

EXPLANATORY STATEMENT TO MEMBERS

1. NATURE OF WRITTEN RESOLUTIONS

This document contains proposed written resolutions of Mothercare Nursery Furniture Limited (the "Company") for approval by you as a member of the Company. The directors of the Company propose that the following resolutions are passed as unanimous resolutions

2. PERIOD TO APPROVE WRITTEN RESOLUTIONS

If the Company has not received the necessary level of members' agreement to pass the resolutions by ~~11 April~~ 9 May 2012 (being 28 days from the date the resolutions were first circulated to members), the resolutions will lapse

3. ACTION REQUIRED IF YOU WISH TO APPROVE RESOLUTIONS

3.1 Please specify your agreement to the resolutions by completing your details and signing and dating the document in the spaces provided and returning it to the Company in one of the following ways:

3.1.1 by delivering your signed and dated document by hand to the Company's registered address marked for the attention of the Company Secretary, or

3.1.2 by scanning your signed and dated document, attaching it to an email and sending it to kelly.cheetham@dlapiper.com Please enter "written resolutions circulated on 11 April 2012" in the email subject box.

3.2 Once you have signified your agreement to the resolutions, you cannot revoke it. Please ensure that your agreement reaches us no later than 9 May 2012. Please note that you can only agree to all of the resolutions and not only some. Any document or reply which purports to approve only some of the resolutions will be treated as a vote against all of the resolutions

4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions

WEDNESDAY



A13

"A17L5XP4"

25/04/2012

COMPANIES HOUSE

#348

Company number: 01075840

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
MOTHERCARE NURSERY FURNITURE LIMITED
(the "Company")

Written resolutions of the Company pursuant to chapter 2, part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company as unanimous ordinary resolutions as detailed below

ORDINARY RESOLUTIONS

- 1 **THAT** the entry into and performance by the Company of its obligations under each of the documents listed below (together, the "**Documents**") which the Company is proposing to enter into (copies of such documents having been supplied to the members of the Company) be approved and confirmed as being in the best interests of the Company and promoting the success of the Company for the benefit of its members as a whole
 - 1.1 an amendment and restatement agreement to be entered into on or around the date hereof between, amongst others, Mothercare plc, the Company and HSBC Bank plc as the Agent and the Security Agent pursuant to which a multicurrency revolving facility agreement originally dated 12 May 2003, as amended on 23 December 2005 and as amended and restated on 27 April 2007, 26 April 2010 and 16 May 2011 and subject to a waiver and consent letter dated 2 March 2012 and entered into between (1) Mothercare plc as the Original Borrower, (2) the companies listed therein as Original Guarantors, (3) the financial institutions listed therein as Original Lenders and (4) HSBC Bank plc as Agent and as Security Agent, shall be amended,
 - 1.2 a subordination agreement to be entered into on or around the date hereof, between, amongst others, (1) the Company, (2) the companies named therein as the Original Obligors, (3) the companies named therein as the Original Subordinated Intra-Group Creditors and (4) HSBC Bank plc as the Agent; and
 - 1.3 a security agreement to be entered into on or around the date hereof, between (1) the Company, (2) the companies named therein as the Chargors and (3) HSBC Bank plc as the Security Agent
- 2 **THAT** the directors of the Company have authority to approve the terms of, and the transactions contemplated by, the Documents and any related documents
3. **THAT THESE RESOLUTIONS** shall have effect notwithstanding any provision of the Company's memorandum of association and articles of association

SPECIAL RESOLUTION

4. That the articles of association of the Company be altered by adding the following new Article 15:

"15.1 Notwithstanding anything contained in these Articles the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares where in any such case the transfer is or is to be

(a) executed by a bank or financial institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or financial institution) pursuant to a power of sale under such security,

(b) executed by a receiver or manager appointed by or on behalf of any such bank or financial institution under any such security, or

(c) to any such bank or financial institution (or to its nominee) pursuant to any such security

A certificate by any officer of such bank or financial institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

15.2 Notwithstanding any other provision of these articles, any lien (whether present or future) on shares in favour of the Company that would arise pursuant these articles or otherwise howsoever shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provision of Article 15.1 and the Company shall not claim any lien (howsoever arising) in respect of such shares while such security remains unreleased."

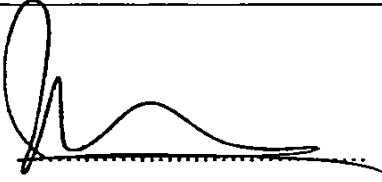
Circulation date: 11 April 2012


Registered office:

Cherry Tree Road
Watford
Hertfordshire
WD24 6SH

Agreement to written resolutions

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions

Name of corporate member:	MOTHERCARE PLC	
Name and position of signatory:		
Signed by authorised person on behalf of corporate member:	NEIL HARRINGTON	Dated 11 April 2012

Name of corporate member:	PRINCESS PRODUCTS LIMITED	
Name and position of signatory:		
Signed by authorised person on behalf of corporate member:	NEIL HARRINGTON	Dated 11 April 2012