

Company number: 01534758

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SHAREHOLDER OF
IDEAL SHOPPING DIRECT LIMITED
(the "Company")

Circulation Date: 10th December, 2015

SPECIAL RESOLUTION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the undersigned, being the holder of the entire issued share capital of the Company and who, at the date of these resolutions, would be the only member entitled to attend and vote at a general meeting of the Company declares that the following special resolutions shall have effect as if passed by the Company in the general meeting duly convened and held

THAT the articles of association of the Company be amended by

(i) inserting a new paragraph 2(d) to article 2 as follows

“(d)

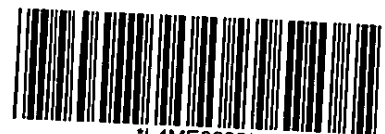
- (a) Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, conditions applicable to, or discretions in relation to, share transfers, or otherwise), the directors shall immediately register any transfer of shares where the transferee or the entity that has the benefit of a mortgage, pledge or charge of, or any security granted over, the shares of the Company certifies that such transfer arises from that mortgage, pledge or charge of, or any security granted over, shares, and
- (b) Notwithstanding anything otherwise provided in these articles, the Company's lien over shares shall be disappplied in respect of any shares which have been mortgaged, charged by way of security or otherwise secured in favour of a bank, institution, trust, fund or other entity (whether in favour of a lender, an agent or trustee for an individual or group of banks or institutions, any nominee of such bank, institution, trust, fund or other entity or otherwise) ”

(ii) deleting article 67 2

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Shareholder resolutions

WEDNESDAY



LD7

L4ME3803

16/12/2015

#17

AGREEMENT

Please read the notes accompanying this document before you signify your agreement to the resolutions

The undersigned being the eligible member of the Company entitled to vote on the above resolutions hereby irrevocably agrees to those resolutions indicated above.

A handwritten signature in black ink, appearing to be 'I. A. I. B.', is written over the text of the agreement.

IDEAL SHOPPING BIDCO LIMITED

Date 10th December 2015

NOTES

- 1 You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document as indicated and returning to the Company in hard copy or in electronic form.
- 2 If you do not agree to all of the resolutions you do not need to do anything, you will not be deemed to agree if you fail to reply.
- 3 Your agreement to the resolutions, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolutions to pass then they will lapse.
- 4 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.