

Company No: 01735471

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

CJ & JJ ENTERPRISES LIMITED (the "Company")

Do It All Limited ("DIA") being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381(A) and regulation 53 of Table A as incorporated into the Company's articles of association, AS FOLLOWS:

SPECIAL RESOLUTIONS IN WRITING

1. **THAT** subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act") the giving by the Company of financial assistance for the purpose of the acquisition by Focus Retail Group Limited ("Focus") of all the issued shares in the capital of Do It All (Holdings) Limited ("Holdings"), (a holding company of the Company) in the form described in the statutory declaration sworn by the directors of the Company pursuant to section 155(6)(a) of the Act on the date hereof be approved.
2. **THAT** the execution delivery and performance by the Company of:-
 - (i) a composite guarantee and debenture to be granted by the Company to BOS pursuant to which the Company will, amongst other things: (1) guarantee the obligations of Focus pursuant to (a) a facilities agreement between Focus, the Governor and Company of the Bank of Scotland ("BOS") and Société Générale as co-arrangers and as original banks and BOS in its various capacities as agent, working capital bank and security trustee (the "**Senior Facilities Agreement**") and (b) a mezzanine loan agreement between Focus, Intermediate Capital Group plc and others (the "**Mezzanine Loan Agreement**") (2) guarantee the obligations of each of the Charging Companies (as defined in the Senior Facilities Agreement) thereunder; and (3) secure all its obligations thereunder (the "**Debenture**");



- (ii) an intercreditor deed to be entered into by the Company, Focus, the Charging Companies (as defined in the Senior Facilities Agreement), BOS, Société Générale and others (the "**Intercreditor Deed**") pursuant to which certain subordination and priority arrangements in respect of debts owed by, amongst others, Focus will be subordinated in favour of the Original Banks and Mezzanine Lenders (as defined therein);
- (iii) an intra group loan agreement to be entered into between Focus as borrower and certain subsidiaries of Focus, including the Company, as lenders (the "**Intra Group Lenders**") pursuant to which the Intra Group Lenders agree to provide loan facilities to Focus (the "**Intra Group Loan Agreement**"). It was noted that such loan facilities would be used by Focus to repay monies due under the Senior Facilities Agreement and the Mezzanine Loan Agreement

(together the "Documents") be approved, even though the execution, delivery and performance of each of the Documents constitutes financial assistance for the purpose of the acquisition by Focus of all the issued shares in the capital of Holdings.

These written resolutions take effect as special resolutions.

SIGNATURE
for and on behalf of Do It All Limited

DATE