

Company number: 01829152

MONDAY



LD1 *L51BI3D3* 22/02/2016 #41
COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

POMEROYS RESTAURANTS LIMITED (the "Company")

22 February 2016

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as special resolution of the Company (the "Resolution")

SPECIAL RESOLUTION

That, the directors of the Company having made on 22 February 2016^a solvency statement (the "Solvency Statement Date") in accordance with section 643 of the Companies Act 2006,

- 1 the issued capital of the Company be reduced from £120,000 divided into 120,000 ordinary shares of £1 each to £1 divided into one ordinary share by cancelling and extinguishing 119,999 ordinary shares of £1 each in issue to Leadenhall Wine Company Limited and that the amount arising from such cancellation of share capital be carried to the distributable reserves of the Company

AGREEMENT

Unless, within 15 days of the Solvency Statement Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse

The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed

Name

TIMOTHY DOUBLEDAY (PRINT NAME)

For and on behalf of LEADENHALL WINE COMPANY LIMITED

Date

22 February 2016