

COMPANY NUMBER: 02558762

KINGFISHER INTERNATIONAL HOLDINGS LIMITED

(the *Company*)

SOLE MEMBER'S WRITTEN RESOLUTION

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution of the Company (the *Resolution*)

SPECIAL RESOLUTION

1 THAT, in light of the paper prepared by PricewaterhouseCoopers LLP dated 4 January 2013 (the *PwC Paper*) which set out each of the proposed steps to achieve a proposed refinancing of the Kingfisher group (the *Refinancing*) on 7 January 2013 (the *Effective Date*) (a copy of which was circulated to the member), it is resolved that

- (a) the entry by the Company into the proposed steps of the Refinancing required by the PwC Paper to be entered into by it in order to complete the Refinancing, together with any documentation connected therewith, being in the best interests of the Company and the Company's business be and are hereby approved,
- (b) any steps taken by the Company before the Effective Date (the *Refinancing Pre-Steps*) as detailed in the PwC Paper or as otherwise required by the Refinancing, together with any documentation connected therewith, be and are hereby approved and any decisions by the directors of the Company to approve, implement and take action consequential upon each of the documents required by the Company in order to effect each of the Refinancing Pre-Steps be and are hereby authorised, approved and ratified,
- (c) the steps taken by the Company on the Effective Date (the *Main Refinancing Steps*), as detailed in the PwC Paper or as otherwise required by the Refinancing, together with any documentation connected therewith, be and are hereby approved, and the decisions by the directors of the Company to approve, implement and take action consequential upon each of the documents required by the Company in order to effect each of the Main Refinancing Steps be and are hereby authorised, approved and ratified, and
- (d) the steps taken by each of the Company's subsidiaries pursuant to the Refinancing Pre-Steps and the Main Refinancing Steps as detailed in the PwC Paper or as otherwise required by the Refinancing, together with any documentation connected therewith, be and are hereby approved, authorised and ratified and in particular, any decisions by the directors of the Company to authorise, approve and ratify any decisions taken by the directors of the Company's immediate subsidiaries to approve, implement and take action consequential upon each of the documents required by the



subsidiary company in order to effect the Refinancing Pre-Steps and the Main Refinancing Steps be and are hereby authorised, approved and ratified

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned being the sole member of the Company on the date of this resolution irrevocably agrees to the Resolution set out above

Dated this 7th day of January 2013

Signed by **Zeus Land Investments Limited**

A handwritten signature in black ink, appearing to read 'D Pearce', followed by a horizontal line.

Name **DAVID PEARCE**

Position **DIRECTOR**

Date **7 JANUARY 2013**

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand delivering the signed copy to Kingfisher International Holdings Limited, 3 Sheldon Square, Paddington, London, W2 6PX

Post returning the signed copy by post to Kingfisher International Holdings Limited, 3 Sheldon Square, Paddington, London, W2 6PX

Fax faxing the signed copy to Kingfisher International Holdings Limited marked "For the attention of Kingfisher International Holdings Limited"

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to David Morris@kingfisher.com Please enter "Written resolution dated 7 January 2013" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 4 February 2013, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

4 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

5 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