

Registered Number 03568742

POILANE LIMITED
(the "Company")

THURSDAY



A15 *A1HCL85E* 13/09/2012 #225
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

**SHAREHOLDERS' WRITTEN RESOLUTION
CIRCULATED ON 22 MARCH 2012
PURSUANT TO CHAPTER 2
OF PART 13 OF THE COMPANIES ACT 2006**

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

- 1 Reference is made to the lending of £300,000 under a loan agreement between Deland Property Limited (the "**Borrower**") and the Company (the "**Loan Agreement**")

SPECIAL RESOLUTION

- 2 **IT IS RESOLVED THAT** the execution and delivery of the Loan Agreement and the performance by the Company of the obligations placed upon it by the Loan Agreement and in the best interests of the Company for the purpose of carrying on its business
- 3 **THAT:**
 - (a) the terms and conditions of, the Loan Agreement and any other documents entered into pursuant thereto, be and are hereby approved, subject to such changes as the Company's directors and/or authorised signatories, in their absolute discretion think fit, notwithstanding any provision of the Company's memorandum of association and articles of association,
 - (b) the directors and/or authorised signatories of the Company be and are hereby authorised to take any action or enter into any other documents in connection or pursuant to the terms of the Loan Agreement as they shall deem necessary or appropriate, and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provision of the Company's memorandum of association and articles of association or any personal interest of any of the Company's directors,
 - (c) the directors and/or authorised signatories of the Company are authorised to do all things necessary in respect of the Loan

Agreement and any other related documents, notwithstanding any provisions of the Company's memorandum of association and articles of association, and

- (d) notwithstanding any provisions of the Company's memorandum of association and articles of association or any personal interest of any of the Company's directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Loan Agreement for and on behalf of the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit)

4. **THAT THIS RESOLUTION** shall have effect notwithstanding any provision of the Company's memorandum of association and articles of association or any personal interest of any director of the Company

Please read the explanatory notes at the end of this document before signifying your agreement to the resolution.

We, the undersigned, were at the time the resolution was circulated entitled to vote on the resolution and irrevocably agree to the resolution.

Signed Date 2012
for and on behalf of Dalvest S.A

Signed Date 2012
for and on behalf of SA Poilane Cherche-Midi

Signed Date 2012
for and on behalf of the Estate of the late Lionel Poilane deceased

Signed Date 22 March 2012
for and on behalf of the Estate of the late Lionel Poilane deceased

EXPLANATORY NOTES FOR SHAREHOLDERS

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

BY HAND by delivering the signed copy to Poilane Limited, 46 Elizabeth Street, London SW1W 9PA,

BY POST. by returning the signed copy by post to Poilane Limited, 46 Elizabeth Street, London SW1W 9PA,

BY E-MAIL by attaching a scanned copy of the signed document to an e-mail and sending it to bruno.gibert@cms-bfl.com Please enter "For the attention of Mr Bruno Gibert" in the e-mail subject box

If you do not agree to the above resolution, you do not need to do anything

- 2 Once you have signified your agreement to the resolution, you may not revoke your agreement
- 3 Unless, by within 28 days of the circulation date, sufficient agreement has been received for the resolution to be passed, it will lapse If you agree to the resolution, please ensure that signification of your agreement reaches us before or on this date
- 4 Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it
- 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

PRINT OF RESOLUTION FOR FILING

Registered Number. 03568742

THE COMPANIES ACTS
POILANE LIMITED
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION
to which Chapter 3 of Part 3
of the Companies Act 2006 applies

The following resolution was passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as a special resolution on 22 March 2012

- 1 Reference is to the lending of £300,000 under a loan agreement between Deland Property Limited (the "Borrower") and the Company (the "Loan Agreement")

SPECIAL RESOLUTION

- 5 **IT IS RESOLVED THAT** the execution and delivery of the Loan Agreement and the performance by the Company of the obligations placed upon it by the Loan Agreement and in the best interests of the Company for the purpose of carrying on its business

- 6 **THAT:**

- (e) the terms and conditions of, the Loan Agreement and any other documents entered into pursuant thereto, be and are hereby approved, subject to such changes as the Company's directors and/or authorised signatories, in their absolute discretion think fit, notwithstanding any provision of the Company's memorandum of association and articles of association,
- (f) the directors and/or authorised signatories of the Company be and are hereby authorised to take any action or enter into any other documents in connection or pursuant to the terms of the Loan Agreement as they shall deem necessary or appropriate, and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provision of the Company's

memorandum of association and articles of association or any personal interest of any of the Company's directors,

(g) the directors and/or authorised signatories of the Company are authorised to do all things necessary in respect of the Loan Agreement and any other related documents, notwithstanding any provisions of the Company's memorandum of association and articles of association, and

(h) notwithstanding any provisions of the Company's memorandum of association and articles of association or any personal interest of any of the Company's directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Loan Agreement for and on behalf of the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit)

7 **THAT THIS RESOLUTION** shall have effect notwithstanding any provision of the Company's memorandum of association and articles of association or any personal interest of any director of the Company



Director/~~Secretary~~

Date 2. APRIL 2012