

Number of Company: 03896015

INSOLVENCY ACT 1986

COMPANY LIMITED BY SHARES

Resolutions
Pursuant to the Companies Act
of
Mothercare.com Limited
('the Company')

Passed
27 March 2013

At a General Meeting of the above-named Company, duly convened, and held at Cherry Tree Road, Watford, Hertfordshire, WD24 6SH on 27 March 2013 at 11 40am, the subjoined resolutions were duly passed, viz -

SPECIAL RESOLUTION

- 1 "That the Company be wound-up voluntarily"

EXTRAORDINARY RESOLUTION

- 2 "That the Joint Liquidators be and they are hereby authorised to distribute all or part of the assets in such proportions as they mutually agree and that they are hereby authorised to divide among the members in specie the whole or any part of the assets of the Company"

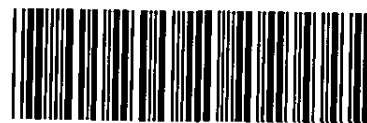
ORDINARY RESOLUTIONS

- 3 "That Simon David Chandler and Scott Christian Bevan of Mazars LLP, 45 Church Street, Birmingham, B3 2RT be and they are hereby appointed Joint Liquidators for the purpose of such winding-up"
- 4 "That the Joint Liquidators be authorised to act jointly and severally"
- 5 "That the Joint Liquidators' remuneration be agreed on a time cost basis (to include any pre-appointment advice) to be capped at £1,900 plus disbursements and VAT (subject to the terms of the engagement letter dated 4 March 2013) and that the costs are to be met by the ultimate parent company, Mothercare Plc



Caroline Davies - Chairman

MONDAY



QIQ 08/04/2013 #13
COMPANIES HOUSE