

The Companies Act 2006
Private company limited by shares
Written resolutions
of
Stonebeach Limited (the "Company")

09 May 2014 (the "Circulation Date")

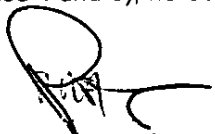
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the members of the Company propose that the resolutions below are passed as unanimous written resolutions (the "**Written Resolutions**")

- 1 That the financial assistance (falling within the definition contained in section 152 of the Companies Act 1985) given by the Company on 15 September 2006 be and it is hereby ratified, confirmed, approved and generally and unconditionally authorised, notwithstanding that the Company did not have the power in its memorandum of association to give such financial assistance at the time it was given and that the memorandum of association of the Company in force at the time of such financial assistance shall be deemed to have included the following object "*To provide, make or arrange any form of financial assistance (as defined in section 152 of the Companies Act 1985) directly or indirectly for the purpose or in connection with, any acquisition or proposed acquisition of shares in the company and/or reduction or discharge of liability incurred by any person for the purpose of such acquisition, but only in so far as such assistance is allowed by the Companies Act 1985 or any subsequent statutory modification or re-enactments thereof and any further or amending legislation, instrument or order*"
- 2 That the ultra vires act of the directors of the Company in authorising the financial assistance referenced above in excess of their powers be and it is hereby ratified, confirmed, approved and unconditionally authorised, notwithstanding that the Company did not have the power in its memorandum of association to give such financial assistance at the time it was given and that the conduct of the directors at the time may have amounted to negligence, default, breach of duty or breach of trust in relation to the Company

Important.

Please read the notes at the end of this document before signifying your agreement to the Written Resolutions.

The undersigned, being a person entitled to vote on the Written Resolutions on the Circulation Date (see Notes 4 and 5), hereby irrevocably agree to the Written Resolutions


duly authorised signatory
for and on behalf of
Patisserie Valerie Holdings Limited

Number of ordinary shares 150,100

Date 09 MAY 2014

FRIDAY



RM 16/05/2014 #332
COMPANIES HOUSE

Notes

- 1 You can choose to agree to the Written Resolutions or not. If you agree, please indicate your agreement by signing and dating this document where indicated above and return it to the Company (together with any power of attorney or other authority referred to in Note 5 below) using one of the following methods:
 - By hand (by delivering the signed document to Osborne Clarke, One London Wall, London, EC2Y 5EB marked for the attention of Sarah Crabtree)
 - By post (by returning the signed document to Osborne Clarke, One London Wall, London, EC2Y 5EB marked for the attention of Sarah Crabtree)
 - By email (by attaching a scanned copy of the signed document to an email and sending it to sarah.crabtree@osborneclarke.com). In the subject box of the email, please enter "Written resolution circulated on [circulation date]"
- 2 **The Written Resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on the Written Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then or if you return this document to the Company without indicating any voting intentions you will be deemed to have voted against the Written Resolutions.
- 3 Once you have indicated your agreement to the Written Resolutions such agreement cannot be revoked.
- 4 In the case of joint holders, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
- 5 If you are signing this document on behalf of a member under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.