

**WRITTEN RESOLUTIONS
OF THE SOLE SHAREHOLDER OF**

Giant Topco Limited
(Registered Number: 05137980)
(the "**Company**")

Date: 28 July 2011

Terms and expressions defined in the Facility Agreement (as defined below) shall bear the same meaning in these Resolutions (as defined below) (unless otherwise defined herein)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions (the "**Resolutions**")

SPECIAL RESOLUTIONS

- 1 THAT the Document listed below which the Company is proposing to enter into and grant (as such Document may be amended, varied, supplemented or substituted from time to time) **BE AND ARE HEREBY APPROVED.**
- 2 THAT the directors of the Company **BE AND ARE HEREBY EMPOWERED, AUTHORISED AND DIRECTED** (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) to complete and enter into the Document to which the Company is or is to become a party (and any further documents, deeds, instruments, agreements, notices, resolutions, acknowledgements or certificates as may be ancillary, necessary, required or useful thereto), and to make any amendments thereto which they in their absolute discretion think fit
- 3 In this Resolution the "**Document**" means a £120,000,000 multicurrency revolving facility agreement, between, amongst others, the Company, Booker Group Plc and Lloyds TSB Bank plc.

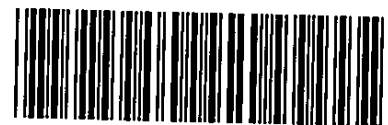
Please read the notes below before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on the date first specified above, hereby irrevocably agrees to the Resolutions


duly authorised representative for

Booker Group Plc, sole shareholder in the Company

DATE 28 July 2011



A57

29/07/2011

379

COMPANIES HOUSE

Notes

1. You can choose to agree to all of the resolutions or none of them but you **cannot** agree to some only of the resolutions. If you agree to all of the resolutions, please signify your agreement by signing and dating this document and returning it to the Company Secretary of Booker Group Plc c/o Berwin Leighton Paisner LLP (REF DFCH/MGIL), Adelaide House, London Bridge, London EC4R 9HA by 5pm on the date falling 15 days after the date first specified above. If you would prefer to return this document electronically, please send a scanned copy of this document to Marc.Gilston@blplaw.com. If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
2. Unless by 5pm on the date falling 15 days after the date first specified above, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions please ensure that your agreement reaches us before or during this date together with any power of authority under which it is signed or a duly certified copy thereof.
3. Your agreement to these resolutions, once signed and received by the Company may not be revoked.