

Company Number 05162460



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

Written resolutions (the "Written Resolutions") of the sole member of

PAH Intermediate Holdings Limited (the "Company")

Circulation Date: 6 August 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that:

- i. resolutions 2 and 3 below are passed as ordinary resolutions (together, the "Ordinary Resolutions"); and
- ii. resolutions 1, 4 and 5 below are passed as special resolutions (together, the "Special Resolutions")

To be passed, the Ordinary Resolutions must be passed by members representing a simple majority of the total voting rights of eligible members and the Special Resolutions must be passed by members representing not less than 75% of the total voting rights of eligible members

We, the undersigned, being the sole member of the Company and entitled, as at the date of circulation of these resolutions, to attend and vote at general meetings of the Company, irrevocably **RESOLVE** to pass the following written resolutions of which resolution 1, 4 and 5 have been proposed as special resolutions of the Company and resolutions 2 and 3 have been proposed as ordinary resolutions of the Company

SPECIAL RESOLUTION

- 1 **THAT** the Company be wound up voluntarily


ORDINARY RESOLUTIONS

- 2 **THAT** Stephen Roland Browne and Christopher Richard Frederick Day of Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ (together the "Joint Liquidators") be and are hereby appointed liquidators for the purposes of winding up the Company's affairs and that any act required or authorised under any enactment or resolution of the Company to be done by them, may be done by them jointly or by each of them alone
3. **THAT** the basis of the remuneration of the Joint Liquidators be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up, together with VAT thereon

SPECIAL RESOLUTIONS

- 4 **THAT** the Joint Liquidators be and are hereby authorised to divide and distribute to the member in specie or in kind the whole or any part of the assets of the Company

- 5 THAT the Joint Liquidators be and are hereby authorised under the provisions of Section 165(2)(a) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of the Insolvency Act 1986



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for and on behalf of
Pets at Home Retail Limited

Date 6 August 2014

NOTES

- 1 The Written Resolutions have been sent to the sole eligible member of the Company who would have been entitled to vote on the resolutions on the Circulation Date. Only such sole member (or persons duly authorised on their behalf) should sign the Written Resolutions. If you are signing this Written Resolutions on behalf of the sole member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or other authority when returning this document.
- 2 You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating the Written Resolutions where indicated above and returning it to the Company in hard copy or electronic form.
- 3 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.
- 4 Your agreement to the resolution, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the resolution to pass then they will lapse.
5. A copy of this Written Resolution has been sent to the auditors.

The above resolutions were passed as written resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 6 August 2014, the undersigned being duly authorised to sign the Written Resolutions on behalf of the sole member of the Company.



Director