

Company number 05456332



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SOFA BRANDS INTERNATIONAL LIMITED

(Company)

CIRCULATION DATE: 24/05/2013

PASSED ON: 31/05/2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (together the **Special Resolutions**)

SPECIAL RESOLUTIONS

1. THAT the issued share capital of the Company be reduced from £106,303,941 to £1,063,039.41 by:-
 - (i) reducing the nominal value of the issued Ordinary A Shares of £1.00 each in the capital of the Company to £0.01 each, and
 - (ii) reducing the nominal value of the issued Ordinary B Shares of £1.00 each in the capital of the Company to £0.01 each,

and the amount by which the share capital is so reduced be credited to a reserve.

2. THAT the share premium account of the Company be cancelled and the amount of the so cancelled share premium account be credited to a reserve
3. THAT the articles of association of the Company be amended by replacing the words "of £1" in the respective definitions of "A Share" and "B Share" in the current articles of association of the Company and replacing these with "of £0.01"

The proposed reduction of share capital for resolutions 1 and 2 above is supported by a solvency statement of the directors under Chapter 10, Part 17 of the Companies Act 2006

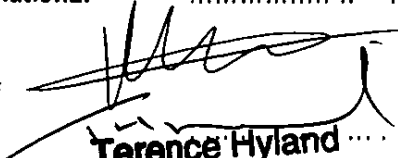


A copy of the signed Solvency Statement is attached to this document

AGREEMENT

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


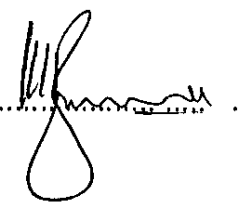
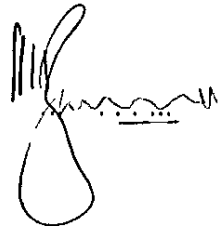
The undersigned, a person entitled to vote on the circulation date noted above, hereby irrevocably agrees to the Special Resolutions

ABWMSIC:\Users\HelenManley\SB1-DOMAIN\AppData\Local\Microsoft\Windows\Temporary Internet Files\Content.Outlook\13737ZWQRI\WR - Capital Arts.docx1

Name of Shareholder	Signature	Date of Signature
For and on behalf of Barclays Bank Plc	..	.....
For and on behalf of Merrill Lynch International	.....	.....
For and on behalf of NIBC Bank N.V.	 Terence Hyland Associate Director	30/5/13
For and on behalf of Banco Espirito Santo, S.A	.....	.....
For and on behalf of North Westerly CLO I B.V.	 Stuart Pirrie Director  Terence Hyland Associate Director	30/5/13
For and on behalf of Bluebay COF Loan Investments S.A.	.....	.....
For and on behalf of BlueBay Asset Management plc acting as agent for Blue Bay European Distressed Opportunities Investments (Luxembourg) S.ar.l.		
For and on behalf of Brookwood S.ar.l.	.....	.....

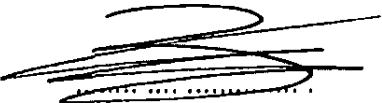
NOTES

1 You can choose to agree to all of the Special 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

Name of Shareholder	Signature	Date of Signature
For and on behalf of Barclays Bank Plc		30/5/13
For and on behalf of Merrill Lynch International
For and on behalf of NIBC Bank N.V.
For and on behalf of Banco Espirito Santo, S.A
For and on behalf of North Westerly CLO I B.V.
For and on behalf of Bluebay COF Loan Investments S.A.		30/5/13
For and on behalf of BlueBay Asset Management plc acting as agent for Blue Bay European Distressed Opportunities Investments (Luxembourg) S.ar.l.		30/5/13
For and on behalf of Brookwood S.ar.l.

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For and on behalf of Merrill Lynch International	
For and on behalf of NIBC Bank N.V.
For and on behalf of Banco Espirito Santo, S.A
For and on behalf of North Westerly CLO I B.V.
For and on behalf of Bluebay COF Loan Investments S.A.
For and on behalf of BlueBay Asset Management plc acting as agent for Blue Bay European Distressed Opportunities Investments (Luxembourg) S.ar.l.
For and on behalf of Brookwood S.ar.l.		30/05/2013

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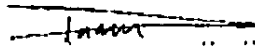
Name of Shareholder	Signature	Date of Signature
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For and on behalf of
Barclays Bank Plc

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For and on behalf of
Merrill Lynch International



31 May 2013

For and on behalf of
NIBC Bank N.V.

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For and on behalf of
Banco Espirito Santo, S.A

.....

For and on behalf of
North Westerly CLO I B.V.

For and on behalf of
**Bluebay COF Loan
Investments S.A.**

.....

For and on behalf of
BlueBay Asset Management plc
acting as agent for
**Blue Bay European
Distressed Opportunities
Investments (Luxembourg)
S.ar.l.**



For and on behalf of
Brookwood S.ar.l.

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Name of Shareholder	Signature	Date of Signature
For and on behalf of Barclays Bank Plc
For and on behalf of Merrill Lynch International
For and on behalf of NIBC Bank N.V.
For and on behalf of Banco Espirito Santo, S.A.	  Guy Harris max colm morris AUTHORISED SIGNATURES.	29 May 2013
For and on behalf of North Westerly CLO I B.V.
For and on behalf of Bluebay COF Loan Investments S.A.
For and on behalf of BlueBay Asset Management plc acting as agent for Blue Bay European Distressed Opportunities Investments (Luxembourg) S.ar.l.
For and on behalf of Brookwood S.ar.l.

NOTES

1 You can choose to agree to all of the Special 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 this document where indicated above and returning it to the Company using one of the following methods

By hand: delivering the signed copy to the Company Secretary at Wilson House, Unit 5, Ashtree Court, Woodsy Close, Cardiff Gate Business Park, Cardiff, CF23 8RW

Post: returning the signed copy by post to the Company Secretary at Wilson House, Unit 5, Ashtree Court, Woodsy Close, Cardiff Gate Business Park, Cardiff, CF23 8RW

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to ejones@sofabrands.com. Please enter "Written resolutions – Share Reduction" in the e-mail subject box

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 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 3 Unless, within 28 days of the circulation date 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
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
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.