

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**COUNTRY AND TOWN HOUSE LTD**

**(Registered in England and Wales under company number 5768508)**

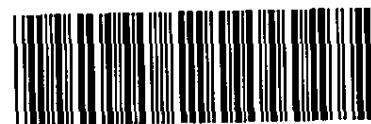
**Circulation Date: 7<sup>th</sup> July 2009**

We, the undersigned, being the requisite majority of the members of the Company entitled to vote on the following resolutions on the above Circulation Date hereby agree to the following ordinary resolutions and special resolution in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

**Ordinary Resolutions**

- 1 **THAT** (i) 943,000 of the existing unissued ordinary shares of 1p each in the capital of the Company be re-designated as 943,000 "A" ordinary shares of 1p each, to rank *pari passu* in all respects with the existing A ordinary shares in the capital of the Company, so that immediately following the passing of this resolution the authorised share capital of the Company shall be £1,000,000 divided into:
  - (a) 95,000,000 Ordinary Shares of 1p each;
  - (b) 998,000 A Ordinary Shares of 1p each; and
  - (c) 2,000 B Ordinary Shares of 1p each; and
  - (d) 40,000 Preference Shares of £1 each.
  
- 2 **THAT**, for the purposes of section 80 of the Companies Act 1985 (as amended), the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Companies Act 1985) subject always to the provisions of the Articles of Association of the Company provided that:
  - (a) the maximum total nominal amount of relevant securities to be allotted in pursuance of such authority shall be £1,919.51; and
  - (b) this authority shall expire, unless sooner revoked or varied by the Company in general meeting, five years from the Circulation Date save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired; and
  - (c) any existing authority to allot relevant securities pursuant to section 80 of the Companies Act 1985 shall hereby be revoked except in relation to any offer or agreement made prior to the passing of this resolution and which requires relevant securities to be allotted after the passing of this resolution in which case the Directors may allot relevant securities in the pursuance of such offer or agreement as if such authority had not hereby been revoked.

WEDNESDAY



L11

"LYEGHEHP"  
28/10/2009  
COMPANIES HOUSE

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**Special resolution**

- 3       **THAT** the Directors be and are hereby empowered to allot shares pursuant to the authority conferred by Resolution 2 free from the pre-emption provisions in the Company's articles of association provided that this power shall be limited to the allotment of up to 191,951 'A' ordinary shares provided that this authority shall expire, unless sooner revoked or varied by the Company in general meeting, on 1 July 2014 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
- 4       **THAT** the regulations contained in the document circulated with these resolutions be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

The undersigned, being the requisite majority of members who would have been entitled to vote on each of the above resolutions on the Circulation Date, signify their agreement to the proposed ordinary resolution and the two proposed special resolutions in accordance with section 296 of the Companies Act 2006.

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**Venrex General Partner Limited (as general partner of Venrex LP), in respect of its A ordinary shares**

**Date of agreement to resolution:** \_\_\_\_\_ July 2009

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**John and Annoushka Ayton, in respect of their A ordinary shares**

**Date of agreement to resolution:** \_\_\_\_\_ July 2009

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**Andrew Wheeler, in respect of his A ordinary shares**

**Date of agreement to resolution:** 27 July 2009

  
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**James Wheeler, in respect of his A ordinary shares**

Date of agreement to resolution: \_\_\_\_\_ July 2009

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Jeremy Isaac, in respect of his A ordinary shares

Date of agreement to resolution: \_\_\_\_\_ July 2009

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Jeremy Isaac, in respect of his ordinary shares

Date of agreement to resolution: \_\_\_\_\_ July 2009

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Date of agreement to resolution: \_\_\_\_\_ July 2009

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Lucy Cleland, in respect of her A ordinary shares

Date of agreement to resolution: \_\_\_\_\_ July 2009

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Date of agreement to resolution: \_\_\_\_\_ July 2009

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Camilla van Praagh, in respect of her ordinary shares

Date of agreement to resolution: \_\_\_\_\_ July 2009

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Gillian Newey, in respect of her ordinary shares

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Gillian Newey, in respect of her A ordinary shares

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**Date of agreement to resolution: \_\_\_\_\_ July 2009**

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**Date of agreement to resolution: \_\_\_\_\_ July 2009**

## ACCOMPANYING STATEMENT TO PROPOSED WRITTEN RESOLUTION

The directors of the Company have proposed that the attached written resolution be passed as an ordinary resolution in respect of Resolutions 1 and 2 and a special resolution in respect of Resolutions 3 and 4 by the members pursuant to section 288 of the Companies Act 2006.

### How to agree to this resolution

Each member should signify his or her agreement to the proposed written resolutions by signing and dating the attached resolutions and returning them to the Company using one of the following methods:

- (a) **By hand:** by delivery to Country and Town House Ltd, The Studio, 1 Linver Road, London SW6 3RA marked for the attention of Jeremy Isaac or Jill Newey;
- (b) **By post:** by post to Country and Town House Ltd, The Studio, 1 Linver Road, London SW6 3RA marked for the attention of Jeremy Isaac or Jill Newey;
- (c) **By fax:** by fax to 020 7731 9488 marked for the attention of Jeremy Isaac or Jill Newey.
- (d) **By e-mail:** by attachment to an e-mail and sending to [jeremy@countryandtownhouse.co.uk](mailto:jeremy@countryandtownhouse.co.uk). Please enter "Written Resolutions dated July 2009" in the subject box of the e-mail.

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The attached written resolutions must be passed on or before 2009 and, if you agree to the resolution, you must ensure that your agreement reaches us before or on that date by complying with the steps set out above. If not passed by that date the written resolutions will lapse. The agreement of any member signified on or after that date will be ineffective. If you do not agree to the resolutions, you do not need to do anything. Once you have given your agreement in accordance with the steps set out above, you may not revoke such agreement.

### Joint Holders

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 Company's register of members.

### Powers of Attorney

If you are signing this document on behalf of a person under a power of attorney or other authority you must send a copy of the relevant power of attorney or authority when returning this document.

## PRIVATE COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTIONS

of

L11 28/10/2009  
COMPANIES HOUSE

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We, the undersigned, being the requisite majority of the members of the Company entitled to vote on the following resolutions on the above Circulation Date hereby agree to the following ordinary resolutions and special resolution in accordance with Chapter 2 of Part 13 of the Companies Act 2006:


## Ordinary Resolutions

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  - (c) any existing authority to allot relevant securities pursuant to section 80 of the Companies Act 1985 shall hereby be revoked except in relation to any offer or agreement made prior to the passing of this resolution and which requires relevant securities to be allotted after the passing of this resolution in which case the Directors may allot relevant securities in the pursuance of such offer or agreement as if such authority had not hereby been revoked.

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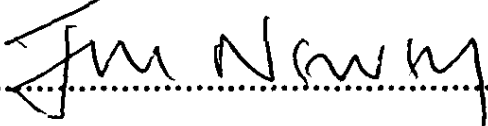
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Fiona Kirkness, in respect of her A ordinary shares  
Date of agreement to resolution: \_\_\_\_\_ July 2009

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Fiona Kirkness, in respect of her ordinary shares  
Date of agreement to resolution: \_\_\_\_\_ July 2009

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Camilla van Praagh, in respect of her ordinary shares  
Date of agreement to resolution: \_\_\_\_\_ July 2009

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Gillian Newey, in respect of her ordinary shares  
Date of agreement to resolution: 31 July 2009

.....  
  
.....

Gillian Newey, in respect of her A ordinary shares

Date of agreement to resolution: 31 July 2009

.....  
Gillian Newey, in respect of her A ordinary shares as held through her Pension Fund

Date of agreement to resolution: 31 July 2009

.....  
Mark Pearson, in respect of his A ordinary shares

Date of agreement to resolution: \_\_\_\_\_ July 2009

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Mark Pearson, in respect of his ordinary shares

Date of agreement to resolution: \_\_\_\_\_ July 2009

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Parmjit Bhamra, in respect of his ordinary shares

Date of agreement to resolution: \_\_\_\_\_ July 2009

.....  
Lucinda Gabriel, in respect of her ordinary shares

Date of agreement to resolution: \_\_\_\_\_ July 2009

WEDNESDAY

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

L11 28/10/2009  
COMPANIES HOUSE

28

of

**COUNTRY AND TOWN HOUSE LTD**

(Registered in England and Wales under company number 5768508)

**Circulation Date: 7<sup>th</sup> July 2009**

We, the undersigned, being the requisite majority of the members of the Company entitled to vote on the following resolutions on the above Circulation Date hereby agree to the following ordinary resolutions and special resolution in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

**Ordinary Resolutions**

1 **THAT** (i) 943,000 of the existing unissued ordinary shares of 1p each in the capital of the Company be re-designated as 943,000 "A" ordinary shares of 1p each, to rank *pari passu* in all respects with the existing A ordinary shares in the capital of the Company, so that immediately following the passing of this resolution the authorised share capital of the Company shall be £1,000,000 divided into:

- (a) 95,000,000 Ordinary Shares of 1p each;
- (b) 998,000 A Ordinary Shares of 1p each; and
- (c) 2,000 B Ordinary Shares of 1p each; and
- (d) 40,000 Preference Shares of £1 each.

2 **THAT**, for the purposes of section 80 of the Companies Act 1985 (as amended), the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Companies Act 1985) subject always to the provisions of the Articles of Association of the Company provided that:

- (a) the maximum total nominal amount of relevant securities to be allotted in pursuance of such authority shall be £1,919.51; and
- (b) this authority shall expire, unless sooner revoked or varied by the Company in general meeting, five years from the Circulation Date save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired; and
- (c) any existing authority to allot relevant securities pursuant to section 80 of the Companies Act 1985 shall hereby be revoked except in relation to any offer or agreement made prior to the passing of this resolution and which requires relevant securities to be allotted after the passing of this resolution in which case the Directors may allot relevant securities in the pursuance of such offer or agreement as if such authority had not hereby been revoked.

### Special resolution

- 3       **THAT** the Directors be and are hereby empowered to allot shares pursuant to the authority conferred by Resolution 2 free from the pre-emption provisions in the Company's articles of association provided that this power shall be limited to the allotment of up to 191,951 'A' ordinary shares provided that this authority shall expire, unless sooner revoked or varied by the Company in general meeting, on 1 July 2014 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
- 4       **THAT** the regulations contained in the document circulated with these resolutions be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

The undersigned, being the requisite majority of members who would have been entitled to vote on each of the above resolutions on the Circulation Date, signify their agreement to the proposed ordinary resolution and the two proposed special resolutions in accordance with section 296 of the Companies Act 2006.

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**Venrex General Partner Limited (as general partner of Venrex LP), in respect of its A ordinary shares**  
**Date of agreement to resolution: \_\_\_\_\_ July 2009**

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**John and Annoushka Ayton, in respect of their A ordinary shares**  
**Date of agreement to resolution: \_\_\_\_\_ July 2009**

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**Dominic Vail, in respect of his A ordinary shares**  
**Date of agreement to resolution: \_\_\_\_\_ July 2009**

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**Date of agreement to resolution: \_\_\_\_\_ July 2009**

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**Andrew Wheeler, in respect of his A ordinary shares**  
**Date of agreement to resolution: \_\_\_\_\_ July 2009**

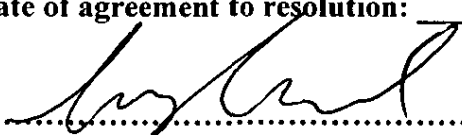
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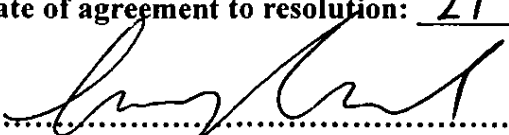
James Wheeler, in respect of his A ordinary shares  
Date of agreement to resolution: \_\_\_\_\_ July 2009

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Jeremy Isaac, in respect of his A ordinary shares  
Date of agreement to resolution: \_\_\_\_\_ July 2009

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Date of agreement to resolution: \_\_\_\_\_ July 2009

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Date of agreement to resolution: 27 July 2009

  
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**Date of agreement to resolution: \_\_\_\_\_ July 2009**

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**Date of agreement to resolution: \_\_\_\_\_ July 2009**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**COMPANIES HOUSE**

**COUNTRY AND TOWN HOUSE LTD**

**(Registered in England and Wales under company number 5768508)**

**Circulation Date: 7<sup>th</sup> July 2009**

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  - (c) any existing authority to allot relevant securities pursuant to section 80 of the Companies Act 1985 shall hereby be revoked except in relation to any offer or agreement made prior to the passing of this resolution and which requires relevant securities to be allotted after the passing of this resolution in which case the Directors may allot relevant securities in the pursuance of such offer or agreement as if such authority had not hereby been revoked.



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**Date of agreement to resolution:** \_\_\_\_\_ July 2009

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**Date of agreement to resolution:** \_\_\_\_\_ July 2009

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**Date of agreement to resolution:** \_\_\_\_\_ July 2009

  
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**Andrew Wheeler, in respect of his A ordinary shares**

**Date of agreement to resolution:** 13 July 2009

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**James Wheeler, in respect of his A ordinary shares**

Date of agreement to resolution: \_\_\_\_\_ July 2009

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Date of agreement to resolution: \_\_\_\_\_ July 2009

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**Date of agreement to resolution: \_\_\_\_\_ July 2009**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

L11 28/10/2009  
COMPANIES HOUSE

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**(Registered in England and Wales under company number 5768508)**

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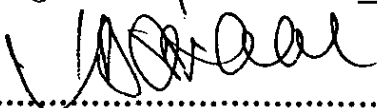
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**Date of agreement to resolution: \_\_\_\_\_ July 2009**

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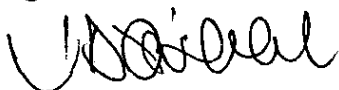
James Wheeler, in respect of his A ordinary shares

Date of agreement to resolution: \_\_\_\_\_ July 2009



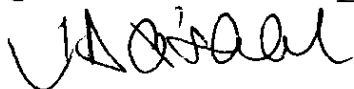
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Date of agreement to resolution: \_\_\_\_\_ July 2009



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Jeremy Isaac, in respect of his ordinary shares

Date of agreement to resolution: 27 July 2009



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**Lucinda Gabriel, in respect of her ordinary shares**  
**Date of agreement to resolution: \_\_\_\_\_ July 2009**

## ACCOMPANYING STATEMENT TO PROPOSED WRITTEN RESOLUTION

The directors of the Company have proposed that the attached written resolution be passed as an ordinary resolution in respect of Resolutions 1 and 2 and a special resolution in respect of Resolutions 3 and 4 by the members pursuant to section 288 of the Companies Act 2006.

### How to agree to this resolution

Each member should signify his or her agreement to the proposed written resolutions by signing and dating the attached resolutions and returning them to the Company using one of the following methods:

- (a) **By hand:** by delivery to Country and Town House Ltd, The Studio, 1 Linver Road, London SW6 3RA marked for the attention of Jeremy Isaac or Jill Newey;
- (b) **By post:** by post to Country and Town House Ltd, The Studio, 1 Linver Road, London SW6 3RA marked for the attention of Jeremy Isaac or Jill Newey;
- (c) **By fax:** by fax to 020 7731 9488 marked for the attention of Jeremy Isaac or Jill Newey.
- (d) **By e-mail:** by attachment to an e-mail and sending to [jeremy@countryandtownhouse.co.uk](mailto:jeremy@countryandtownhouse.co.uk). Please enter "Written Resolutions dated July 2009" in the subject box of the e-mail.

### What is the deadline for confirming agreement?

The attached written resolutions must be passed on or before 31<sup>st</sup> July 2009 and, if you agree to the resolution, you must ensure that your agreement reaches us before or on that date by complying with the steps set out above. If not passed by that date the written resolutions will lapse. The agreement of any member signified on or after that date will be ineffective. If you do not agree to the resolutions, you do not need to do anything. Once you have given your agreement in accordance with the steps set out above, you may not revoke such agreement.

### Joint Holders

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 Company's register of members.

### Powers of Attorney

If you are signing this document on behalf of a person under a power of attorney or other authority you must send a copy of the relevant power of attorney or authority when returning this document.