

Company number 06257540
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

RETAIL MERCHANT GROUP LIMITED ("Company")

CIRCULATION DATE 12 July 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution (the "Resolution") is passed as a special resolution

SPECIAL RESOLUTION

1 THAT the articles of association of the Company be altered as follows

a by the insertion of the words "Subject to article 19.4 below," at the beginning of article 19.2, and

b by the insertion of the following new article 19.4

"For as long as the holder of the majority of either the A Shares or the B Shares is also the holder of the majority of the C Shares, there will be no right to appoint and remove a C Director pursuant to article 19.2 above"

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being the members of the Company and persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution

Signed for and on behalf of

Strand Associates Limited

Date

Signed for and on behalf of

Nightingale Holdings Limited

Date

Signed by Gareth Poppleton

Date

 - Director

.. 12 July 2010

WEDNESDAY



A48
A38N0LOH
14/07/2010
COMPANIES HOUSE 18

NOTES

- 1 If you agree with the Resolution, 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's registered office
- **By Post** returning the signed copy by post to the Company's registered office.

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

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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

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Signed by Gareth Poppleton

Date

P.L. WATTS
DIRECTOR

S.P. ASHROFT
DIRECTOR

12 JULY 2010

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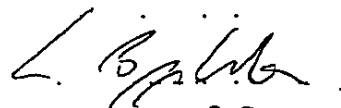
Date

Signed for and on behalf of
Nightingale Holdings Limited

Date

Signed by Gareth Poppleton

Date


12 July 2010



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