

Company Number 07218977

THE COMPANIES ACT 2006

A PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
DFS FURNITURE HOLDINGS PLC
(the "Company")

At a general meeting of the holders of shares in the Company held at 1 Rockingham Way, Redhouse Interchange, Doncaster, South Yorkshire, DN6 7NA at 3 30pm on 5 April 2013 at 3 30 pm the following special resolution was passed:

SPECIAL RESOLUTION

THAT, subject to and conditional upon the sanction of an Order of the High Court of Justice, the issued share capital of the Company be reduced from £197,275,001 divided into 197,275,001 ordinary shares of £1 each to £102,275,001 divided into 102,275,001 ordinary shares of £1 each, by cancelling and extinguishing 95,000,000 of the issued ordinary shares of £1 each. The amount by which the share capital is so reduced shall be credited to the distributable reserves of the Company.

Signed



Date

5 April 2013

WILLIAM BARNES, CHAIRMAN

FRIDAY



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12/04/2013

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COMPANIES HOUSE