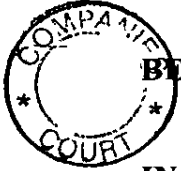


**IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT**

No. 2620 of 2013



BEFORE MR REGISTRAR JONES



IN THE MATTER OF DFS FURNITURE HOLDINGS PLC

- and -

AND IN THE MATTER OF THE COMPANIES ACT 2006



ORDER

UPON THE APPLICATION by Part 8 Claim dated 8 April 2013 of the above-named DFS Furniture Holdings Plc (the "**Company**") whose registered office is situated at 1 Rockingham Way, Redhouse Interchange, Adwick-le-Street, Doncaster, South Yorkshire, DN6 7NA

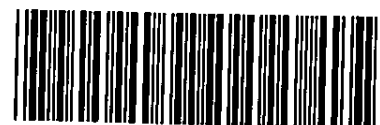
AND UPON HEARING Counsel for the Company

AND UPON READING the said Claim Form and the evidence

THIS COURT ORDERS that the reduction of capital of the Company 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, resolved on and effected by a special resolution passed on 5 April 2013 be and the same is hereby confirmed in accordance with the provisions of the Companies Act 2006

AND the Court hereby approves the Statement of Capital set out in the Schedule to this Order

WEDNESDAY



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LD1

24/04/2013

#55

COMPANIES HOUSE

AND IT IS ORDERED that this Order be produced by the Company to the Registrar of Companies and that an office copy hereof be delivered to him together with a copy of the Statement of Capital

AND IT IS ORDERED that notice of the delivery of this Order and of the said Statement of Capital to the Registrar of Companies be published by the Company once in The Times newspaper within 21 days after such registration

Dated 24 April 2013



No 2620 of 2013

**IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT**

BEFORE MR REGISTRAR

**IN THE MATTER OF DFS FURNITURE
HOLDINGS PLC**

- and -

**AND IN THE MATTER OF THE
COMPANIES ACT 2006**

ORDER

Weil, Gotshal & Manges

110 Fetter Lane

London

EC4A 1AY

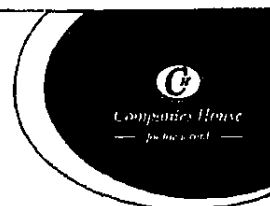
Tel: 0207 903 1000

Ref JW/TR/41407 0004

SOLICITORS FOR THE CLAIMANTS

SH19

Statement of capital



A fee is payable with this form.
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order

☐ **What this form is NOT for**
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited.

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details	
Company number	0 7 2 1 8 9 7 7
Company name in full	DFS FURNITURE HOLDINGS PLC

→ Filling in this form
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

Statement of capital

Section 2 (also Section 3 and Section 4 if appropriate) should reflect the company's share capital as reduced by the resolution

2 Statement of capital (Share capital in pound sterling (£))				
Please complete the table below to show any class of shares held in pound sterling. If all your issued capital is in sterling, only complete Section 2 and then go to Section 5.				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Ordinary	1 00		102,275,001	£ 102,275,001 00
				£
				£
				£
Totals			102,275,001	£ 102,275,001 00

3 Statement of capital (Share capital in other currencies)				
Please complete the table below to show any class of shares held in other currencies. Please complete a separate table for each currency				
Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

- ① Including both the nominal value and any share premium
② Total number of issued shares in this class.

- ③ Number of shares issued multiplied by nominal value of each share.

Continuation pages
Please use a Statement of Capital continuation page if necessary

SH19

Statement of capital

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				
① Including both the nominal value and any share premium		② Number of shares issued multiplied by nominal value of each share		Continuation pages Please use a Statement of Capital continuation page if necessary
③ Total number of issued shares in this class				

4 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital		④ Total aggregate nominal value Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc
Total number of shares	102,275,001	
Total aggregate ① nominal value	£102,275,001 00	

5 Statement of capital (Prescribed particulars of rights attached to shares)

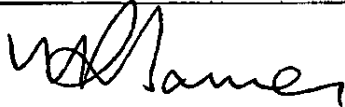
Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 2 and Section 3		⑤ Prescribed particulars of rights attached to shares The particulars are a. particulars of any voting rights, including rights that arise only in certain circumstances, b. particulars of any rights, as respects dividends, to participate in a distribution, c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares A separate table must be used for each class of share. Please use a Statement of capital continuation page if necessary.
Class of share	ORDINARY	
Prescribed particulars ②	AS REGARDS VOTING: All shares rank equally for voting purposes On a show of hands each member has one vote and on a poll each member has one vote per share held, as is more particularly set out in the articles of association AS REGARDS DISTRIBUTION Dividends may be paid to the holders of one or more classes of shares to the exclusion of other(s) or to all classes of shares, in each case at the same or differing rates, as is more particularly set out in the articles of association AS REGARDS CAPITAL All shares rank equally for any distribution made on a winding up as in more particularly set out in the articles of association No redeemable shares are currently in issue	
Class of share		
Prescribed particulars ③		

SH19
Statement of capital

Class of share		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution,</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</p> <p>A separate table must be used for each class of share</p> <p>Please use a Statement of capital continuation page if necessary.</p>
Prescribed particulars ①		
Class of share		
Prescribed particulars ①		

6

Signature

I am signing this form on behalf of the company		<p>① Societas Europaea</p> <p>If the form is being filed on behalf of a Societas Europaea (SE), please delete 'director' and insert details of which organ of the SE the person signing has membership</p> <p>① Person authorised</p> <p>Under either section 270 or 274 of the Companies Act 2006</p>
Signature	<p>Signature</p> <p>X  X</p>	
<p>This form may be signed by</p> <p>Director①, Secretary, Person authorised①, CIC manager</p>		

SH19

Statement of capital



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Tomasz Rodzoch**

Company name **Well, Gotshal & Manges**

Address **110 Fetter Lane**

Post town **London**

County/Region

Postcode **E C 4 A 1 A Y**

Country

DX

Telephone **020 7903 1000**

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following.

- ☐ The company name and number match the information held on the public Register
- ☐ You have completed the relevant sections of the statement of capital
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record.

How to pay

A fee of £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.

Make cheques or postal orders payable to 'Companies House.'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland.
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk