

Company No. 07410874

The Companies Act 2006

THURSDAY



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01/10/2015  
COMPANIES HOUSE

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Private Company Limited by Shares

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Written Resolution

of

Oasis and Warehouse Limited (the "Company")

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

**Special Resolutions**

1. **THAT** the Company would reduce its share capital from £99,859,460 divided into 99,859,460 ordinary shares of £1.00 each to £79,887,568 divided into 99,859,460 ordinary shares of £0.80 each and to effect such reduction by reducing the nominal value of 99,859,460 ordinary shares of £1.00 each registered in the name of Aurora Fashions Finance Limited on the date of this resolution by £0.20 and crediting the resulting sum of £19,971,892 to a reserve of the Company
2. **THAT** the share premium account of the Company be reduced by £4,499,998 from £4,499,998 to £0 and the amount by which the share premium account is so reduced be credited to a reserve
3. **THAT** the articles of association annexed to these written resolutions and for the purposes of identification marked "X" be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Existing Articles

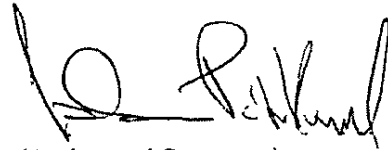
## AGREEMENT

Before signifying your agreement to the Resolutions please read the notes at the end of this document

Please note that your agreement will only be counted in respect of the Resolutions if you are entitled to vote on it. In addition, please note that by signing below you will be agreeing to the Resolutions (if you are entitled to vote). Accordingly, if you do not wish to vote in favour of the Resolutions please do not sign this document

The undersigned, the sole person entitled to vote on the Resolutions hereby irrevocably agrees to the Resolutions

Signed for and on behalf of  
Auroa Fashions Finance Limited



(Authorised Signatory)

Date

1 October

2015

## NOTES

- 1 If you agree with the Resolutions (if you are entitled to vote) please indicate your agreement by printing your name and signing and dating this document where indicated above and return it to the Company using one of the following methods
  - **By Hand** delivering the signed and dated copy to Jemma Bolton at White & Case, 5 Old Broad Street, London, EC2N 1DW
  - **By Post** returning the signed and dated copy by post to Jemma Bolton at White & Case, 5 Old Broad Street, London, EC2N 1DW
  - **By E-mail** sending a signed and dated scanned copy by e-mail to Jemma Bolton of White & Case at [jemma.bolton@whitecase.com](mailto:jemma.bolton@whitecase.com), and returning the signed and dated original copy by hand or by post to Jemma Bolton at White & Case, 5 Old Broad Street, London, EC2N 1DW
- 2 If you do not agree to the Resolutions you do not need to do anything. You will not be deemed to agree or give consent if you fail to reply.
- 3 If you return the form without signing then you will not be deemed to agree or to consent to the Resolutions.
- 4 Any alterations to this document should be clearly legible and initialled.
- 5 Once you have indicated your agreement to the Resolutions you may not ~~revoke~~ your agreement or consent.
- 6 Unless, by the date falling 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass and consent to be given, they will lapse. If you agree to the Resolutions and wish to give your consent, please ensure that your agreement reaches us before this time.
- 7 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.