

**CAFÉ 2011 FINANCE 1 LIMITED ('THE COMPANY')
(COMPANY NUMBER 07704017)**

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

The directors of the Company propose that the following written resolutions be passed by the Company as special resolutions

- 1 **THAT** pursuant to section 641(1)(a) of the Companies Act 2006 (the "**2006 Act**"), the Company make a reduction of the issued share capital of the Company from two ordinary shares of £1 00 and one hundred ordinary shares of €1 00 to two ordinary shares of £1 00 each (the "**Reduction of Capital**") by cancelling and extinguishing 100 ordinary shares of €1 00 each in the capital of the Company, such Reduction of Capital to take effect on the day on which the copy of this resolution (and the documents which must accompany it under section 644(1) of the 2006 Act) is registered by the Registrar of Companies at Companies House in accordance with section 644(3) of the 2006 Act, and
- 2 **THAT** the share premium account of the Company be reduced by €243,066,172 to €Nil and the amount by which the share premium account is so reduced be credited to the profit and loss reserve to extinguish the deficit of €5,674,348 on the Company's profit and loss account and create a surplus of €237,391,924

Members of the Company who are eligible members because they are entitled to vote on the resolution on the circulation date (that is the date on which copies of the resolution are first sent to members, being 19 September 2013) should sign and date below to signify their agreement to the resolution

This resolution must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise it will lapse

Agreed

Signed



for and on behalf of Café 2011 Holdings Limited

Name of registered holder

Date 19 SEPTEMBER 2013

THURSDAY



LD1 *L2H820Y3* 19/09/2013 #2
COMPANIES HOUSE

CAFÉ 2011 FINANCE 1 LIMITED ('THE COMPANY')
(COMPANY NUMBER 07704017)
WRITTEN RESOLUTION OF THE SOLE MEMBER OR THE COMPANY
PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006
PASSED ON 19 September 2013

The following written resolutions having been duly proposed by the directors of the Company was duly passed by the Company as special resolutions

SPECIAL RESOLUTIONS

- 1 **THAT** pursuant to section 641(1)(a) of the Companies Act 2006 (the "**2006 Act**"), the Company make a reduction of the issued share capital of the Company from two ordinary shares of £1 00 and one hundred ordinary shares of €1 00 to two ordinary shares of £1 00 each (the "**Reduction of Capital**") by cancelling and extinguishing 100 ordinary shares of €1 00 each in the capital of the Company, such Reduction of Capital to take effect on the day on which the copy of this resolution (and the documents which must accompany it under section 644(1) of the 2006 Act) is registered by the Registrar of Companies at Companies House in accordance with section 644(3) of the 2006 Act, and
- 2 **THAT** the share premium account of the Company be reduced by €243,066,172 to €Nil and the amount by which the share premium account is so reduced be credited to the profit and loss reserve to extinguish the deficit of €5,674,348 on the Company's profit and loss account and create a surplus of €237,391,924

Signed 

Director

for and on behalf of Café 2011 Finance 1 Limited