

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMBERS WRITTEN RESOLUTIONS

Company No 08002364
OSPREY SUPERMARKET 1 LIMITED (THE "COMPANY")

THURSDAY



Passed on *6 December 2012*

We, the undersigned being all the holders of the entire issued share capital of the Company and, as such, all members entitled to attend and vote at general meetings of the Company acting pursuant to the powers contained in the Articles of Association of the Company and in accordance with Chapter 2, Part 13 of the Companies Act 2006 pass the following resolutions each as a special resolution to take effect from and including 28 March 2012:

SPECIAL RESOLUTIONS

- 1 That the Articles of Association of the Company be amended by adding the following wording at the end of article 37 2:

"Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof.

- (a) where such transfer is in favour of a bank or other financial institution or any nominee of a bank or other financial institution and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of such a lender, bank or other financial institution (in each case a "**Secured Party**"); or
- (b) where such transfer is delivered to the Company for registration by or on behalf of a Secured Party or its nominee in order to register the Secured Party as legal owner of the shares or in order to transfer the shares to a third party upon disposal or realisation of shares following the Secured Party having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option; or
- (c) where such transfer is executed by a Secured Party or its nominee pursuant to the power of sale or the power under such security,

and a certificate by any officer of the Secured Party that the relevant transfer is within paragraph (a), (b) or (c) above shall be conclusive evidence of that fact "

- 2 That the Articles of Association of the Company be amended by deleting the existing articles 24 and 25 and inserting the following provision as a new article 24

"Any article that attempts to create a lien or security over any of the shares referred to herein will not apply where a lender, bank or other financial institution has a charge or mortgage over those shares "

The undersigned, a person entitled to vote on the above resolution hereby irrevocably agrees to the above resolution.

Members Name

Signature

Andrew David Grieve

AD Grieve

Note: Your agreement to a resolution, once signed by you and received by the Company, may not be revoked