

Company no. 08963601

The Companies Act 2006
Private company limited by shares
Written resolutions
of
the holders of ordinary shares in
Patisserie Holdings Limited

12 May 2014 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Patisserie Holdings Limited (the "**Company**") propose the following resolution as a special resolution (the "**Resolution**")

Special Resolution:

That, in accordance with section 630 of the Companies Act 2006 the holders of the ordinary shares of £0.01 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of the resolution 3 set out in the draft written resolution attached to this document and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the ordinary shares of £0.01 each as a class of shares which will or may be effected thereby

Important:

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

Signed



Name Christopher Marsh

Date

12 MAY 2014

Signed



(as attorney)

Name Paul May

Date

12 MAY 2014

MONDAY



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Signed  (as attorney)

Name Katherine May

Date 12 MAY 2014

Signed  (as attorney)

Name Mark Farrer Brown

Date 12 MAY 2014

Signed  (as attorney)

Name Benedict Redmond

Date 12 MAY 2014

Signed  (as attorney)

Name Victor Scalzo

Date 12 MAY 2014

Signed  (as attorney)


Name Luke Johnson

Date 12 MAY 2014

Signed  (as attorney)

Name Liza Johnson

Date 12 MAY 2014

Signed 

(as attorney)

Name Risk Capital Partners LLP

Date 12 MAY 2014

Notes

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to Sarah Crabtree using one of the following methods by hand (by delivering the signed copy to Osborne Clarke, One London Wall, London, EC2Y 5EB)
- 2 The Resolutions will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one) Unless you do not wish to vote on the Resolutions, please ensure that your agreement reaches the Company on or before this date If the Company has not received this document from you by then, you will be deemed to have voted against the Resolutions
- 3 Once you have signified your agreement to the Resolutions, such agreement cannot be revoked
- 4 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s)
- 5 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

Company no. 08963601

The Companies Act 2006
Private company limited by shares
Written resolutions
of
Patisserie Holdings Limited

May 2014 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Patisserie Holdings Limited (the "**Company**") propose that resolutions 1, 3 and 4 below are passed as special resolutions and that resolution 2 below is passed as an ordinary resolution (the "**Resolutions**")

Special Resolution.

- 1 **That** every one issued A ordinary share of £0 56 each in the capital of the Company be and it is reclassified as one ordinary share of £0 56 each in the capital of the Company, such ordinary shares ranking equally with the existing ordinary shares in the capital of the Company and having the rights set out in the articles of association of the Company (the "**Reclassification**")

Ordinary Resolution

- 2 **That** every one issued ordinary share of £0 56 each in the capital of the Company (including every ordinary share of £0 56 each arising from the Reclassification) be and it is sub-divided into 56 ordinary shares of £0 01 each in the capital of the Company, such ordinary shares having the rights set out in the articles of association to be adopted by the Company in resolution 4 below (the "**Sub-Division**")

Special Resolutions

- 3 **That** subject to and immediately following the Sub-Division becoming effective, each of the following issued ordinary shares of £0 01 each in the capital of the Company registered in the name of the following persons be and they are reclassified as deferred shares of £0 01 each in the capital of the Company, such deferred shares having the rights set out in the articles of association to be adopted by the Company in resolution 4 below

- (i) Luke Johnson – 2,946,990 ordinary shares,
- (ii) Liza Johnson – 290,846 ordinary shares,
- (iii) Paul May – 284,908 ordinary shares,
- (iv) Katherine May – 173,711 ordinary shares,
- (v) Christopher Marsh – 78,436 ordinary shares,
- (vi) Risk Capital Partners LLP – 400,183 ordinary shares,

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(vii) Benedict Redmond – 146,696 ordinary shares,

(viii) Victor Scalzo – 151,637 ordinary shares, and

(ix) Mark Farrer Brown – 146,696 ordinary shares

- 4 That the draft articles of association attached to this document be and they are adopted by the Company in substitution for, and to the exclusion of, its existing articles of association

Important

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

Signed

Name Christopher Marsh

Date

Signed

Name Paul May

Date

Signed

Name Katherine May

Date

Signed

Name Mark Farrer Brown

Date

Signed

Name Benedict Redmond

Date

Signed

Name Victor Scalzo

Date

Signed

Name Luke Johnson

Date

Signed

Name Liza Johnson

Date

Signed

Name Risk Capital Partners LLP

Date

Notes

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