

WRITTEN RESOLUTIONS
(FOR SIGNATURE BY THE SOLE MEMBER OF THE COMPANY)

No 00610095

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
of

WATERSTONE'S BOOKSELLERS LIMITED (Company)

(Circulated on *14 February 2012*) (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as Special Resolutions of the Company

SPECIAL RESOLUTIONS

THAT:

- 1 the name of the Company be changed to Waterstones Booksellers Limited,
- 2 the words "Waterstone's Booksellers Limited" in the title section of the Company's Articles of Association be deleted entirely and replaced with the words "Waterstones Booksellers Limited";
- 3 a new Article 15 5 be added into the Company's Articles of Association which shall read as follows

"Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares where such transfer is executed by or in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) to whom such shares have been charged or mortgaged. A certificate by any official of such bank or institution that the relevant shares are charged or mortgaged shall be conclusive evidence of that fact ", and
- 4 the new Articles of Association attached to this resolution and reflecting the above changes, be and they are hereby adopted by the Company as its Articles of Association to the exclusion of and in substitution for the existing Articles of Association of the Company.

Please read the notes at the end of this document before signifying your agreement to the resolutions set out above ('Resolutions').

THURSDAY



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16/02/2012

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COMPANIES HOUSE

I, being an authorised signatory on behalf of the sole member entitled to vote on the Resolutions on the Circulation Date irrevocably agree to the Resolutions.

For and on behalf of **WATERSTONE'S HOLDINGS LIMITED**

DATE 14/2/12


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Duly authorised

Name

Notes:

The Resolutions will lapse unless sufficient agreement has been received to pass them by 28 MARCH 2012. If you agree to the resolutions, please ensure that your agreement reaches us as soon as possible and in any event by that date.

The mechanics for signifying agreement to the Resolutions are set out below. If you do not agree to the Resolutions, you do not need to do anything, you will not be deemed to have agreed by failing to respond.

- 1 If you agree to the Resolutions, please sign and date this document as indicated above and return it to the Company using one of the methods set out below. Receipt by the Company of the signed document signifies your agreement to the Resolutions.
 - By hand: delivering the signed copy to WATERSTONE'S BOOKSELLERS LIMITED at Capital Court, Capital Interchange Way, Brentford, Middlesex, TW8 08EX or care of Tulloch & Co, 4 Hill Street, London W1J 5NE; or
 - Post. returning the signed copy by post to WATERSTONE'S BOOKSELLERS LIMITED at Capital Court, Capital Interchange Way, Brentford, Middlesex, TW8 08EX or care of Tulloch & Co, 4 Hill Street, London W1J 5NE,
- 2 Once you have signified your agreement to the Resolutions you may not revoke your agreement
- 3 Every member has one vote in respect of each share it holds
- 4 If you are signing this document on behalf of another 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