

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**LEABROOKS UPHOLSTERY LIMITED (the Company)**

**Company number: 1207655**

**Circulation Date:** 21/05/ 2012

**Passed On:** 21/05/ 2012

WEDNESDAY



A37 \*A19IJ9JC\* 23/05/2012 #106  
COMPANIES HOUSE

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the **Resolution**)

**SPECIAL RESOLUTION**

That the Company's share capital be reduced from £508,500 00 to £1 00 by way of a reduction of share capital supported by a solvency statement of the directors under Chapter 10, Part 17 of the Companies Act 2006

The effect of such reduction will be to increase the Company's distributable reserves and thereby to permit the Company to declare a dividend to its sole shareholder. A copy of the signed Solvency Statement is attached to this Resolution

**AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolution on 21/05/ 2012, hereby irrevocably agrees to the Resolution

**Name of Shareholder**

**Signature**

**Date of Signature**

**DONALD SCOTT MALVENAN**

For and on behalf of

**SOFA BRANDS INTERNATIONAL LTD**

21/05/2012

**NOTES**

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using the following method
  - **By hand** delivering the signed copy to the Company Secretary at Wilson House, Unit 5, Ashtree Court, Woodsy Close, Cardiff Gate Business Park, Cardiff, CF23 8RW
  - **By post** returning the signed copy by post to the Company Secretary at Wilson House, Unit 5, Ashtree Court, Woodsy Close, Cardiff Gate Business Park, Cardiff, CF23 8RW
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date
- 4 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. Please also include the name of the person on whose behalf you are signing where indicated in the signature box