

## THE COMPANIES ACT 2006

## COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTIONS

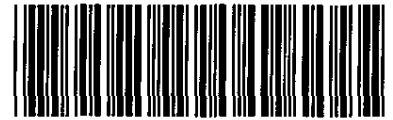
of

## FOOTASYLUM LIMITED

(the 'Company')

Circulation date 25<sup>TH</sup> February 2013

FRIDAY



A22 \*A23ORJK2\* 08/03/2013 #353  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the 'Act'), the directors of the Company propose that the following resolutions be passed as ordinary and special resolutions as specified

ORDINARY RESOLUTION	For	Against
1 THAT the transfer to the Company by Mr John Wardle of the entire issued share capital of Projekts NYC Limited, and the issue by the Company to Mr John Wardle of 1,000 A Ordinary Shares of £1 each in the capital of the Company, in accordance with the terms of the Share Purchase Agreement provided to the member of the Company on or before the date of circulating this resolution, be approved in accordance with section 190 of the Act, and notwithstanding the provisions of the articles of association of the Company, the Company be hereby authorised to enter into the Share Purchase Agreement and all related documentation	X	
2 THAT the Company's authorised share capital be increased from £5,000 to £6,000 by the creation of 1,000 'A' Ordinary Shares of £1 each	X	
3 THAT subject to the approval of Resolution 2 above, the directors be unconditionally authorised pursuant to section 551 of the Act to exercise	X	

any power of the Company to allot relevant securities (as defined by the Act) up to a maximum amount of 1,000 A Ordinary Shares with a total nominal value of £1,000 at any time or times during the period of five years from the date of this resolution and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority		
<b>SPECIAL RESOLUTION</b>	<b>For</b>	<b>Against</b>
4 THAT subject to the approval of Resolutions 2 and 3 above, the directors of the Company be empowered pursuant to s 571(1) of the Act to allot shares in the Company pursuant to the authority given by Resolution 3 above as if neither s 561(1) of the Act nor the existing articles of association of the Company applied to any such allotment	X	

#### AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to those resolutions as indicated above

Signature

Name

John Wardle

Date

25TH FEBRUARY 2013

## NOTES

- 1 If you wish to vote in favour of a resolution please put an 'X' in the 'For' box next to that resolution. If you wish to vote against a resolution please put an 'X' in the 'Against' box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company within 28 days of the Circulation Date using one of the following methods

- **By Hand**: delivering the signed copy to John Wardle, Unit 3, Broadfield Distribution Centre, Pilsworth Road, Heywood, Lancashire, OL10 2TA
- **Post**: returning the signed copy by post to John Wardle, Unit 3, Broadfield Distribution Centre, Pilsworth Road, Heywood, Lancashire, OL10 2TA

If there are no resolutions you agree with, you do not need to do anything. You will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to a resolution, you may not revoke your agreement.
- 3 If, after 28 days of the Circulation Date, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us on or before this date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 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.