

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of

NORTH WALES CASH & CARRY CO. LIMITED
("Company")

On ~~9 December~~ 2008 the following resolution was passed as a written resolution of the Company in accordance with section 288 of the Companies Act 2006 (the "Act") by all the members of the Company who, at that date, were entitled to attend, and vote, at general meetings of the Company:

SPECIAL RESOLUTION

5. **THAT** the Company's articles of association be amended by the insertion of the new paragraphs 20 and 21 as follows and renumbering the subsequent articles:-

DIRECTORS' INTERESTS

(20) Subject to the provisions of the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force (the "Act"), and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:-

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company or in which the company is otherwise interested;
- (b) may remain, speak and vote at any board meeting and be counted in the quorum;
- (c) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
- (d) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

(21) For the purposes of regulation 20:-

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and



- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

SIGNED: .....
Director/Secretary