

Company No. 1932765

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**THE MEMBERS**

of

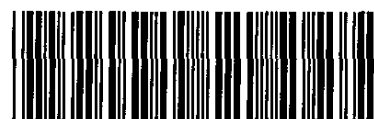
**FOCUS NO.1 LIMITED**

**(the "Company")**

**9 August 2011**

**(the "Circulation Date")**

FRIDAY



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COMPANIES HOUSE

We, the undersigned, being the sole member of the Company who at the Circulation Date of this resolution would be entitled to vote on this resolution, and who hold the totality of the eligible votes which may be cast at a general meeting of the Company, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolutions (of which the resolutions numbered 1 would otherwise be required to be passed as a special resolution and the resolution numbered 2 would otherwise be required to be passed as an ordinary resolution) (the "**Resolutions**") by way of written resolutions.

**SPECIAL RESOLUTIONS**

1. **THAT** the Company cannot by reason of its liabilities continue its business and that it is advisable to wind up the Company and that accordingly the Company be wound up voluntarily.

**ORDINARY RESOLUTION**

- 2 **THAT** Simon Allport and Patrick Joseph Brazzill of Ernst & Young LLP, 1 More London Place, London SE1 2AF be and are hereby appointed joint liquidators (the "**Nominated Joint Liquidators**") for the purpose of such winding up and that any power conferred on them by law or by this resolution may be exercised, or any act required or authorised under any enactment to be done by them may be done by both jointly or by each alone.

**Agreement:**

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

The undersigned, being the sole member of the Company entitled to vote on the Resolutions and holding the totality of the eligible total voting rights, on **14** August 2011 hereby irrevocably agrees to the Resolutions.

  
for and on behalf of

**Focus DIY (Investments) Limited (in administration)**

**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 the Company using one of the following methods:
  - By Hand: delivering the signed copy to Caroline Granger at Ashurst LLP, Broadwalk House, 5 Appold Street, EC2A 2HA London.
  - Post: returning the signed copy by post to Caroline Granger at Ashurst LLP, Broadwalk House, 5 Appold Street, EC2A 2HA London.
  - E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [caroline.granger@ashurst.com](mailto:caroline.granger@ashurst.com). Please enter "Focus No 1 Limited - Written resolutions" in the e-mail subject box

If you do not agree to the Resolutions, 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 the Resolutions, you may not revoke your agreement.
3. Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during 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.