

Company No: 03742745

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

REGIS GROUP SERVICES LIMITED

SATURDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions as detailed below.

### RESOLUTIONS

1 **THAT** the Company, in good faith and for the purpose of carrying on its business, enter into the arrangements (the "**Transaction**") to be effected under or pursuant to the following documents

- (i) a facility agreement to be entered into by Regis Group (Barclays) Limited (1) Barclays Bank Plc as arranger (2) Barclays Bank Plc as original lenders (3) Barclays Bank Plc as original counterparty (4) Barclays Bank Plc as facility agent (5) and Barclays Bank Plc as security agent (6) (as amended, restated or supplemented from time to time and any of their transferees, assigns, beneficiaries or successors in title from time to time permitted under the facility agreement (the "**Facility Agreement**") ;
- (ii) a guarantee to be entered into between the Company and Barclays Bank Plc (the "**Bank**") (the "**Guarantee**");
- (iii) a managing agent duty of care deed to be entered into between Regis Direct Limited (1) Regis Group (Barclays) Limited (2) the Company (3) and the Bank (4) (the "**Duty of Care Deed**") ,
- (iv) a deed of release to be entered into between the Company (1) and the Bank (2) (the "**Deed of Release**")

(the Facility Agreement, the Guarantee, the Duty of Care Deed and the Deed of Release together the "**Documents**")

and perform its obligations and exercise its rights in relation to the Transaction.

2 **THAT** the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Transaction and the performance of its obligations and the exercise of its rights in relation to the Transaction, including as regards approval and execution and delivery of the Documents and all related matters.

Dated 25 February 2011

**AGREEMENT**

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

We, the undersigned, being a person entitled to vote on the above resolutions, irrevocably agree to such resolutions:

**Name of Shareholder**

Regis Services (Holdings)  
Limited

**Signature**



**Date of Signature**

25 February 2011

Copy:

Auditors

## NOTES

- 1 Shareholders who wish to agree to such resolutions should signify their agreement in one of the following ways
  - Sign and return this document to 123 Sloane Street, London, SW1X 9BW marked for the attention of Nicholas Charles Gould, or
  - E-mail the company at NGould@regisplc.com attaching a scanned copy of the signed document to an email containing the subject "Written resolutions dated [DATE]".
- 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 If sufficient agreement is not received by 25 February 2011 then these resolutions will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolutions, please ensure your agreement reaches us before that date
- 3 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
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.