

4710919

# KINGFISHER GIFT VOUCHERS LIMITED

A private company limited by shares

("the Company")

## WRITTEN RESOLUTION

3 AUGUST 2011

SATURDAY



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A38

13/08/2011

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution of the Company (the *Resolution*).

### SPECIAL RESOLUTION

THAT, in light of the board meeting of the Company's direct parent Martin Pecheur Investments Limited (the *Parent*) whereby it was resolved to assign a receivable from Castorama Dubois Investissements SCA (the *CDI receivable*) to the Company in return for an issue of shares by the company to the Parent, it is resolved that

- (a) the steps to be taken by the Company pursuant to the assignment of the CDI receivable and the issue of shares, together with any documentation connected therewith, be and are hereby approved, and the Company be and is hereby authorised and directed to sign any documents and to do all other acts or things as may be necessary to give effect to the assignment of the CDI receivable and the issue of shares, and
- (b) steps to be taken by the Company in order to further assign the CDI receivable to an indirect parent company, Sheldon Holdings Limited, together with any documentation connected therewith, be and are hereby approved, and the Company be and is hereby authorised and directed to sign any documents and to do all other acts or things as may be necessary to give effect to the assignment of the CDI receivable, in return for such consideration as it sees fit; and
- (c) for the purpose of considering actions to be taken in connection with the transactions described in parts (a) and (b) above (including the signing of any documentation), any decision taken at a meeting of the Directors of the Company at which two Directors are present shall be valid and effective as a decision of the Directors of Company and each such decision is hereby approved and ratified; and
- (d) all decisions taken at meetings of the Directors of the Company at which a minimum of two Directors were present prior to the date of this Resolution are hereby approved and ratified as valid and effective decisions of the Directors of the Company, and

- (c) unless otherwise fixed in the Articles of Association of the Company, the quorum for meetings of the Directors of the Company shall be two.

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

The undersigned, being the sole member of the Company on 3 August 2011, hereby irrevocably agrees to the Resolution.

Signed by Martin Pecher Investments Limited

Name: Rui Isaa

3 August 2011



Berniz Dos Santos

## 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 one of the following methods

By Hand: delivering the signed copy to Kingfisher Gift Vouchers Limited, 3 Sheldon Square, Paddington, London, W2 6PX

Post: returning the signed copy by post to Kingfisher Gift Vouchers Limited, 3 Sheldon Square, Paddington, London, W2 6PX

Fax: faxing the signed copy to Kingfisher Gift Vouchers Limited marked "For the attention of Kingfisher Gift Vouchers Limited".

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [kathryn.hudson@kingfisher.com](mailto:kathryn.hudson@kingfisher.com). Please enter "Written resolution dated 3 August 2011" in the e-mail subject box.

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.

3 Unless, by 3 August 2011, 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 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