

Company Number 05635682

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

OF

247 HOME FURNISHINGS LIMITED ("COMPANY")

WEDNESDAY



A09 *A27Y85J4* #313
08/05/2013
COMPANIES HOUSE

Passed on 30 April 2013

The following resolutions were duly passed as ordinary and special resolutions on 30 April 2013 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

A copy of the written resolution is attached

Ordinary Resolution

- 1 **THAT**, in accordance with Section 551 of the Companies Act 2006 ("**2006 Act**"), the directors of the Company be generally and unconditionally authorised to allot shares or to grant of rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £100 00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the directors in accordance with Section 551 of the Act but without prejudice to any allotment of shares already made or agreed to be made pursuant to such authorities

Special Resolutions

- 2 **THAT**, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in Regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted
- 3 **THAT**, the Company's articles of association be altered by

- a deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are treated as provisions of the articles of association of the Company,
- b deleting the first sentence of Article 3, and
- c deleting the present Article 5 save for the words

"In accordance with S91(1) of the Companies Act 1985, S89(1) and S90(1) to S90(6) inclusive of the Act shall not apply to the Company"

Signed

A handwritten signature in black ink, consisting of a stylized 'M' followed by a horizontal line.

Director

Company Number 05635682

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

COMPANIES HOUSE

WRITTEN RESOLUTIONS
OF
247 HOME FURNISHING LIMITED ("COMPANY")

Circulated on 30 April 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the board of directors of the Company propose that resolution 1 is passed as an ordinary resolution ("**Ordinary Resolution**") and resolution 2 is passed as a special resolution ("**Special Resolution**")

ORDINARY RESOLUTION

- 1 **THAT**, in accordance with Section 551 of the Companies Act 2006 ("**2006 Act**"), the directors of the Company be generally and unconditionally authorised to allot shares or to grant of rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £100 00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the directors in accordance with Section 551 of the Act but without prejudice to any allotment of shares already made or agreed to be made pursuant to such authorities

SPECIAL RESOLUTION

- 2 **THAT**, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in Regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted
- 3 **THAT**, the Company's articles of association be altered by
- a deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are treated as provisions of the articles of association of the Company,

- b adding the following sentence at the end of Article 2
"The liability of the members of the Company is limited to the amount, if any, unpaid on the shares held by them",
- c deleting the first sentence of Article 3, and
- d deleting the present Article 5 save for the words
"In accordance with S91(1) of the Companies Act 1985, S89(1) and S90(1) to S90(6) inclusive of the Act shall not apply to the Company"

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolution ("**Resolutions**")

The undersigned, being persons entitled to vote on the above Resolutions on 30 April 2013, hereby irrevocably agrees to the Resolutions

Date: 30 April 2013

Signed:



.....
David Maher



.....
Jason Peterkin

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
 - a **By Hand** delivering the signed and dated copy to the Company Secretary at the Company's registered office, or
 - b **Post** returning the signed and dated copy by post to the Company Secretary at the Company's registered office
- 2 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
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless, by 28 May 2013, 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
- 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