

Company Number: 07296567

THE COMPANIES ACT 2006

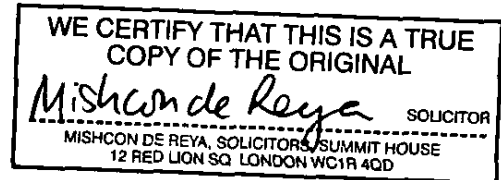
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SOLE MEMBER

of

1994 INC LTD

(the Company)



Circulated on 8 Sept 2014 (the Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), it is proposed that the resolutions below are passed as indicated below. The resolutions set out below are referred to in this document as the **Resolutions**.

**ORDINARY RESOLUTIONS**

- 1 **THAT** the terms of, the arrangements contemplated by, and the execution, delivery and performance by the Company of a debenture to be entered into pursuant to a financing arrangement between the Company's ultimate holding company Supreme Holding Inc as borrower, and Goode Partners Consumer Fund II LP as agent (the **Financing**), be and are hereby approved (the **Debenture**)
- 2 **THAT** the directors have authority to approve the terms of, and the transactions contemplated by the Debenture,
- 3 **THAT** the entry into by the Company of the proposed transactions substantially on the terms set out in the Debenture is in the best interests of the Company's business and will promote the success of the Company and its group for the benefits of its members as a whole, and
- 4 **THAT** resolutions 1 to 3 have effect notwithstanding any provision of the Company's articles of association
- 5 **THAT** the articles of association of the Company be amended by inserting the words "Subject to article 26 6" at the beginning of article 26 5 and by inserting the following provision after the article 26 5 as a new article 26 6.

26 6 "Notwithstanding anything contained in these articles, the directors shall promptly register any transfer of shares and may not refuse or suspend registration of a transfer

- (a) to a lender, a bank or institution, or an entity acting as agent and/or trustee for a group of lenders to which, in any such case, such shares have been pledged, mortgaged or charged by way of security, or to any nominee or any

*transferee of such a lender, bank, institution or agent and/or trustee (in each case, a "secured person"), or*

*(b) delivered to the Company for registration by a secured person or its nominee in order to register the secured person as legal owner of the shares or in order to transfer the shares to a third party, or*

*(c) is executed by a secured person or its nominee pursuant to the power of sale or other power under such security,*

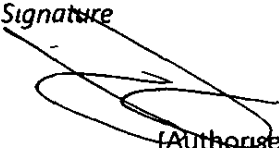
6 **THAT** the resolution numbered 5 has effect notwithstanding any provision of the Company's articles of association

**Please read the notes set out below before signing or taking any action on this document.**

#### **AGREEMENT**

The sole member entitled to vote on the Resolutions on the Circulation Date, irrevocably agrees to the Resolutions

**SIGNED** on behalf of CHAPTER 4  
CORPORATION

Signature  [Authorised person][Director]
Print name JAMES JEBBIA

**Date on which resolution is passed** 18/ 9/ 2014

#### **Notes**

1 *If you agree to the Resolutions, please indicate your agreement by signing (but not dating) this document where indicated above and returning it to the Company using one of the following methods*

11 *by hand or post to Nick Strutt, Mishcon de Reya Summit House, 12 Red Lion Square, WC1R 4QD or*

12 *by attaching a scanned copy of the signed document and sending it to [nick.strutt@mishcon.com](mailto:nick.strutt@mishcon.com)*

*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*

*By returning the document to the person as set out at 1 above you irrevocably confirm that he/she or any person he/she may nominate is authorised at his/her sole discretion to deliver the signed document to the Company and date it with delivery on your behalf and will (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.*

- 2 Once delivered, you will have indicated your agreement to the Resolutions and may not revoke your agreement*
- 3 The Resolutions will lapse if your agreement to them has not been received by the Company within 28 days of the Circulation 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*