

Company Number 07866069

New CPWM Limited

(the "Company")

MEMBERS' WRITTEN RESOLUTION

Circulation Date. 22 March 2012 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as ordinary resolution (the "Resolution")

ORDINARY RESOLUTION

THAT, in substitution for all existing authorities, the directors be and are generally and unconditionally authorised for the purpose of s551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £200,000,000 for a period expiring 5 years from the date of this resolution save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired

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

BY ORDER OF THE BOARD



Todd G Hartman
Director

WEDNESDAY



A05

A16NQ51K

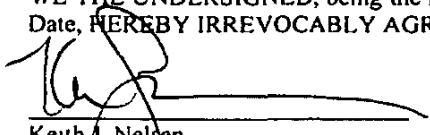
11/04/2012

#250

COMPANIES HOUSE

AGREEMENT

WE THE UNDERSIGNED, being the member of the Company authorised to vote on the Circulation Date, **HEREBY IRREVOCABLY AGREE** to the Resolution



Keith J. Nelsen
duly authorised signatory
for and on behalf of
Best Buy Distributions Limited

Dated 22 March 2012

NOTES

- 1 To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company using one of the following methods
 - a) By hand (by delivering the signed copy to the Company at its registered office marked for the attention of Tim Morris, company secretary)
 - b) By post (by delivering the signed copy to the Company at its registered office marked for the attention of Tim Morris, company secretary)
 - c) By email (by attaching a scanned copy of the signed document to an email and sending it to morrist03@cpwplc.com) Please enter "Written resolutions circulated on 26 January 2012" in the email subject box
- 2 Once you have signified your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse
- 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