

Company No 07866069

**The Companies Act 2006
(the "Act")**

Private Companies limited by shares

Written Resolution

of

**New CPWM Limited
(the "Company")**

**20 September 2016
(the "Circulation Date")**

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

Special Resolution

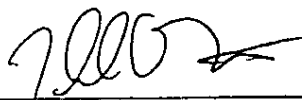
That, the solvency statement dated 20 September 2016 made by all the directors of the Company pursuant to section 642(2) of the Act having been received by the sole shareholder of the Company, the issued share capital of the Company be and hereby is reduced from £867,450,813 to £ 50 (a reduction equivalent to USD \$1,103,275,860 27) by cancelling and extinguishing 1,734,901,625 of the issued ordinary shares of £ 50 each registered in the name of Best Buy Distributions Limited and \$737,007,236 in share premium

Agreement

Important

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

The undersigned, being the sole shareholder entitled to vote on the Resolution on the Circulation Date (see Note 4), hereby irrevocably agrees to the Resolution


Signed by the duly authorised signatory for and
on behalf of **Best Buy Distributions Limited**
holder of 1,734,901,626 ordinary shares
Date 20 September 2016



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Notes

- 1 If you agree to 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
 - (a) By hand (by delivering the signed copy to the Company at its registered office marked for the attention of Todd Hartman, company secretary)
 - (b) By post (by delivering the signed copy to the Company at its registered office marked for the attention of Todd Hartman, company secretary)
 - (c) By email (by attaching a scanned copy of the signed document to an email and sending it to todd.hartman@bestbuy.com) Please enter "Written resolution circulated on 20 September 2016 in the email subject box
- 2 **In order to be effective sufficient votes to pass the Resolution must have been cast within 15 days of the Circulation Date.** Unless you do not wish to vote on the Resolution, please ensure that your agreement reaches the Company on or before such date. If the Company has not received this document from you by then you will be deemed to have voted against the Resolution
- 3 Once you have signified your agreement to the Resolution such agreement cannot be revoked
- 4 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s)
- 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. If you require any assistance in completing this document, please contact Todd Hartman by email (todd.hartman@bestbuy.com)