

Company number  
08514872

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN SPECIAL RESOLUTIONS**  
**OF**  
**VOUGEOT BIDCO LIMITED**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the company propose that the following resolutions be passed as special resolutions

**Special Resolutions**


That

- 1 the articles of association of the Company be amended by deleting the present article 31 which is set out below  
  
**'31. All shares to be fully paid up**
  - (a) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue
  - (b) This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum '
- 2 the existing articles of association shall be renumbered accordingly



**AGREEMENT OF ELIGIBLE MEMBER\***

The undersigned, being the sole eligible member on 28 June 2013 (the "circulation date"), irrevocably agrees to the resolutions set out above

Signed by  Simon Jones  
for and on behalf of Vougeot Midco Limited

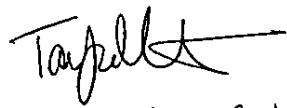
Date

The sole eligible member must signify its agreement to the proposed resolutions as follows (i) **by hand**, by delivering a signed copy to Gita Dhaliwal at Allen & Overy LLP, One Bishops Square, London, E1 6AD, (ii) **by post**, by sending a signed copy to company at Gita Dhaliwal at Allen & Overy LLP, One Bishops Square, London, E1 6AD, or (iii) **by e-mail**, by sending a scanned signed copy of the resolutions to Gita.Dhaliwal@AllenOvery.com. The sole eligible member must signify its agreement to the proposed resolutions within the period of 28 days from and including the circulation date. However, if the sole eligible member does not agree with the proposed resolutions, it does not need to reply. Once the sole eligible member has signified its agreement to the proposed resolutions, its agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the end of that 28 day period.

**\*Note:** An "eligible member" is a member who is or would be entitled to vote on the above resolutions on the circulation date (i.e. the date on which the resolutions are sent or submitted to the member).

ALLEN & OVERY LLP  
ONE BISHOPS SQUARE  
LONDON E1 6AD  
www.allenoverly.com

CERTIFIED A TRUE COPY

  
Attest day 11


Company number  
08514872

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**RECORD OF WRITTEN RESOLUTIONS**  
**of**  
**VOUGEOT BIDCO LIMITED**

**UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006**

By written resolutions dated 28 June 2013 the sole member of the company agreed to the following resolution being passed as special resolutions

- 1 the articles of association of the Company be amended by deleting the present article 31 which is set out below  
  
**'31. All shares to be fully paid up**
  - (a) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue
  - (b) This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum '
- 2 the existing articles of association shall be renumbered accordingly

 **SIMON JONES**

Director