

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

DIAMOND NEWCO LIMITED

Company Number: 9917621

(the "Company")

5 February 2016

(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose the following resolutions (the "**Resolutions**") are passed as ordinary resolutions

ORDINARY RESOLUTIONS

- 1 THAT, the 69 ordinary shares with a nominal value of £0 01 each in the issued share capital of the Company be consolidated into one ordinary share with a nominal value of £0 69, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary share of £0 01 in the capital of the Company as set out in the Company's articles of association for the time being
- 2 THAT, subject to and conditional upon the passing of resolution 1 above, the one ordinary share resulting from the consolidation described in resolution (1) above with nominal value of £0 69 be redenominated from sterling to United States dollars ("US\$") by applying the rate of exchange determined by the resolution of the Directors of the Company, being 1 00 0 69, the rate of exchange prevailing on 5 February 2016, so that the one ordinary share with nominal value of £0 01 is redenominated as one ordinary share with nominal value of US\$1 00

AGREEMENT

Please read the notes accompanying this document before you signify your agreement to the Resolutions

The undersigned being the sole member entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions




Signed

Name

for and on behalf of

Date

J. Michael Chu
 (Director)
L CATTERTON MANAGEMENT LIMITED
February 5, 2016

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

- By Hand delivering the signed copy to Alice Drayton, 99 Bishopsgate, London EC2M 3XF
- Post returning the signed copy by post to Alice Drayton, 99 Bishopsgate, London EC2M 3XF
- E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to alice.drayton@lw.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

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by the end of a period of 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 4 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

DIAMOND NEWCO LIMITED

(Company No. 9917621)

WRITTEN RESOLUTIONS of the Board of Directors of Diamond Newco Limited (the "Company")

We, the undersigned, being all the directors of the Company entitled to receive notice of a meeting of the directors of the Company, having carefully considered the matters set out below and the documents attached to these resolutions and having formed the opinion that the matters set out below are likely to promote the success of the Company for the benefit of the members as a whole having regard (amongst other matters) to the matters referred to in section 172 of the Companies Act 2006, hereby pass the following resolutions pursuant to Article 9 of the articles of association of the Company and agree that such resolutions shall, for all purposes, be valid and effective as if the same had been passed by the directors at a duly convened board meeting of the Company. Such resolutions may be executed in one or more counterparts, each of which when executed shall be an original but all of the counterparts together constituting one and the same instrument.

WHEREAS

On 29 December 2015, the Company's entire share capital was transferred to L Catterton Management Limited (the "Shareholder")

It is proposed that the Company become a holding company for certain entities to be indirectly acquired by the Shareholder and that, prior to doing so, the Company's share capital be redenominated from sterling ("£") to United States dollars ("US\$")

In connection with the above, it is proposed that the Company

- 1 Allot and issue 68 ordinary shares with nominal value of £0.01 each to the Shareholder,
- 2 Consolidate 69 ordinary shares with nominal value of £0.01 each into one ordinary share with nominal value of £0.69 (the "Consolidation"), and
- 3 Redenominate the one ordinary share with nominal value of £0.69, created pursuant to the consolidation referred to in (2) above, into US\$ by applying the rate of exchange prevailing on 5 February 2016, being 1.00069, so that the one ordinary share with nominal value of £0.69 is redenominated as one ordinary share with nominal value of US\$1.00 (the "Redenomination")

A form of the written shareholder resolutions of the Company (the "Written Resolutions") to approve the Consolidation and Redenomination is attached to these resolutions.

DIRECTORS' INTERESTS

By signing these resolutions, each director declares that in accordance with section 177 of the Companies Act 2006 and the articles of association, they have declared the nature and extent of their interest (if any) in the proposed transactions or arrangements being considered herein. If any director has any other interest in the proposed transactions or arrangements, he or she confirms that he or she has delivered written notice of such interest to the other directors of the Company in accordance with section 184 of the Companies Act 2006. Pursuant to Article 16.10 of the Company's articles of association a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which he or she is interested. The directors are reminded of their obligation to make a further declaration in the event that any existing declaration made by them proves to be or becomes inaccurate.

RESOLUTIONS

Having carefully considered the matters set out herein **IT IS RESOLVED** that

- 1 The Written Resolutions be, and hereby are, approved and the circulation of the Written Resolutions to the Shareholder be, and hereby is, approved
- 2 The proposed allotment and issue of 68 ordinary shares in the share capital of the Company (credited as fully paid) to the Shareholder, be unconditionally approved
- 3 Subject to the passing of the Written Resolutions within 28 days of the date in which these resolutions are signed by each director of the Company (the date on which the Written Resolutions are passed being the ‘**Approval Date**’)
 - (a) the proposed Consolidation be, and hereby is, approved,
 - (b) the proposed Redenomination be, and hereby is, approved, and
 - (c) the proposed Redenomination shall take effect on the Approval Date
- 4 Each of the directors be authorised for and on behalf of the Company to approve any documents, certificates or notices, of whatever nature, and to do all such acts and things, in each case as he may in his absolute discretion determine are necessary or desirable in connection with any of the above matters
- 5 Each of the directors be authorised and instructed to make all necessary and appropriate entries in the books and registers of the Company, to file with the Registrar of Companies all necessary documents in connection with the above business and, subject to the passing of the Written Resolutions, to cancel the existing share certificate, prepare a new share certificate in respect of the redenominated share and arrange for the share certificate to be executed and delivered to the Shareholder
- 6 It is proposed that the directors adopt the above resolutions by 28 February 2016

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Signed: ...



Scott A Dahnke

Date

February 5, 2016



Signed

J Michael Chu

Date

February 5, 2016