

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

JESSOPS PHOTO EXPRESS LIMITED

Company No. 267083

(the "Company")

23rd AUGUST 2011

(the "Circulation Date")

THURSDAY



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01/09/2011
COMPANIES HOUSE

We, the undersigned, being eligible members of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolutions of the Company, having effect in the case of the resolutions in the first section, as special resolutions, and in the case of the resolution in the second section, as an ordinary resolution, in each case in accordance with Chapter 2 Part 13 of the Companies Act 2006 that

1 SPECIAL RESOLUTION

The Articles of Association of the Company be amended, with immediate effect, such that

- 1 1 Article 5 1 be deleted in its entirety and replaced with the following

"The authorised share capital of the Company is Twelve Thousand Five Hundred Pounds divided into Five Hundred Participating Preference Shares and Twelve Thousand Ordinary Shares of One Pound each ",

- 1 2 Article 5 2 be deleted in its entirety and the remaining provisions of Article 5 be re-numbered accordingly,

- 1 3 Article 17 1 be deleted in its entirety and replaced with the following

"Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number of directors shall be one. If at any time the number of directors may be one, a sole director shall have all the powers of the directors under the articles ",

- 1 4 Article 17 3 be deleted in its entirety and the remaining provisions of Article 17 be re-numbered accordingly, and

- 1 5 Article 23 2 be deleted in its entirety and replaced with the following

"Until otherwise determined by ordinary resolution, the quorum necessary for the transaction of the business of the Directors shall be two, provided that this article shall not apply if there is only a sole director."

2 ORDINARY RESOLUTION

- 2 1 All appointments and reappointments of directors of the Company made and all acts of any person acting as a director or of any meeting of directors or persons acting as directors or any committee thereof done prior to the time of this resolution be and hereby are approved, confirmed and ratified, notwithstanding any defects in any such

appointments or reappointments or in the continuance in office of any such person acting as aforesaid or that any such person was disqualified from holding office or not entitled to vote, or had in any way vacated office and, for the avoidance of doubt, the appointment of Andrew Hannan as the current sole director of the Company is hereby approved, confirmed and ratified

We further consent to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or proposed to be effected by the passing of the resolutions set out above

AGREEMENT:

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

Signed by



**For and on behalf of The Jessop
Group Limited**

Date 23rd AUGUST 2011

Signed by

NOTES:

- 1 You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Ashurst LLP acting on behalf of the Company

If you do not agree to all of 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 sufficient agreement has been received for the resolutions to pass within 28 days of their circulation, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date