

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
DSG RETAIL LIMITED
(the Company)

On 7 April 2021, the following ordinary resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006:

ORDINARY RESOLUTIONS

- 1 That, in accordance with article 45.1 of the articles of association of the Company (**Articles**), the directors be authorised to capitalise up to £71,257,945, being part of the amount standing to the credit of the Company's share option reserve, and to appropriate such amount to the Sole Member and to apply such sum in paying up in full 71,257,945 ordinary shares of £1.00 each (**Bonus Shares**) which shares shall be allotted, credited as fully paid, to the Sole Member and that the Bonus Shares shall as from allotment rank in all respects pari passu with the existing issued shares of the same class.
- 2 **THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company are generally and unconditionally authorised pursuant to section 551 of the CA 2006 to exercise all or any of the powers of the Company to allot 71,257,945 ordinary shares of £1.00 each in the capital of the Company up to an aggregate nominal value of £71,257,945 and to grant rights to subscribe for or to convert any security into shares in the Company (**Allotment Rights**), to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company). This authority shall expire on the date being five years from the date on which this resolution is passed the Company may before this authority expires make an offer or agreement which would or might require ordinary shares to be allotted or Allotment Rights to be granted after this authority expires.
- 3 That the directors be generally and unconditionally authorised to allot and issue the Bonus Shares for the purposes article 22.1 of the Articles.



Jonny Mason

Director, for and on behalf of,
DSG Retail Limited