

Company number: 00636095

PRIVATE LIMITED COMPANY
WRITTEN RESOLUTION of the SOLE MEMBER
of
RIVER ISLAND CLOTHING CO. LIMITED
14/12 (the "**Company**")

BCLP (circulated on ~~26/11/~~ 2020 (the "**Circulation Date**"))

Written record of the following decisions of the sole member of the Company having the effect of a special resolution passed by the Company in a general meeting.

Pursuant to Chapter 2 of Part 13 and section 291 of the Companies Act 2006, the directors of the Company propose that the following resolution set out below is to be passed as a special resolution (the "**Special Resolution**") by the sole member of the Company. The undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agrees pursuant to section 288 of the Companies Act 2006 to the passing of the following resolution.

Pursuant to section 283 of the Companies Act 2006, the following resolution shall be passed as a special resolution, being for all purposes as valid and effective as if passed by us as a special resolution at a general meeting duly convened and held by the Company:

SPECIAL RESOLUTION

THAT, with immediate effect the articles of association of the Company be amended by adding the following provision 'Secured Parties' beginning as a new section as at new article, Article 15:

"SECURED PARTIES"

15. Notwithstanding Article 4, Article 6 or anything contained in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise, including, for the avoidance of doubt, any lien referred to in the articles), the directors shall not decline to register any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer is:-

*15.1 to any bank, investor or other institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**");*

15.2 delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

15.3 executed by a Secured Institution or its nominee pursuant to the power of sale or other power under its security over the shares,

and the directors shall promptly register any such transfer of shares forthwith following receipt.

16. Notwithstanding anything to the contrary contained in these articles, no transferor or proposed transferor of any shares in the Company to a Secured Institution or its nominee and no Secured Institution or its nominee and no Secured Institution or its nominee shall be required to provide any prior written notice to the Company or to offer

the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise to require such shares to be transferred to them whether for consideration or not.

17. Notwithstanding Article 5, or anything in these articles, the Company shall have no lien on any shares which have been charged by way of security to any Secured Institution."

[Intentionally left blank]

AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the above Special Resolution on the Circulation Date hereby irrevocably agrees to the Special Resolution:

Signed by



for and on behalf of

RIVER ISLAND HOLDINGS LIMITED

BCLP

Date

26/11/14 2020
14/12

NOTES

- 1 If you agree to the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2 If you do not agree to the Special Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.
- 4 The Special Resolution will lapse if not passed by the date that is 28 days after the Circulation Date. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date.
- 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.