
THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF POUNDLAND STORES LIMITED ("Company")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the “**Act**”), the directors of the Company propose the following special resolutions (the “**Resolutions**”) as detailed below, and the undersigned, being the sole member and all the eligible members of the Company who at the Circulation Date would be entitled to vote on this resolution, hereby agrees pursuant to section 288 of the Companies Act 2006 to the passing of the Resolutions by way of written resolution:

That a new Article 10 A shall be inserted in the Articles of Association and such new Article is to read as follows:

(a) Notwithstanding anything contained in these 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:

- 1) is to any bank or 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**"); or
- 2) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- 3) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.

- 1) no transferor or proposed transferor of any shares in the Company to a Secured Institution, and no Secured Institution as transferor or proposed transferor, shall be required to offer to the shareholders for the time being of the Company or any of them the shares which are or are to be transferred;
- 2) no shareholder for the time being of the Company shall have any right under the Articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to above to be transferred to them whether for consideration or not; and
- 3) any present or future lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a Secured Institution."

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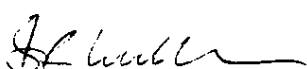
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Signature: 

Name: DAVID ROBERT WILLIAMS

For and on behalf of **Poundland Limited**

Date: 13/08/19