

Company No. 02485417

THE COMPANIES ACT 2006

MONDAY



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27/01/2020

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COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

M & W LIMITED

(the "Company")

22 January 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, having effect in the case of resolutions number 1 and 2 as special resolutions and in the case of resolution number 3 as an ordinary resolution (the "**Resolutions**").

SPECIAL RESOLUTION

1. **THAT** the entire issued share capital of 17,174,418 ordinary shares in the Company be reduced in nominal value from £0.10 each to £0.0000000582261 each; and
2. **THAT** the amount standing to the credit of the Company's share premium account be cancelled.

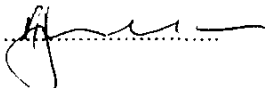
ORDINARY RESOLUTION

3. **THAT**, subject to and conditional upon the capital reduction and cancellation in resolutions 1 and 2 becoming effective, a dividend of £11,588,999.00 be declared payable to T & S Stores Limited ("the **Member**"), to be satisfied fully in specie by the assignment by the Company of:
 - i) an intercompany receivable in full, in the amount of £5,466,000.00, owing to the Company by One Stop Stores Limited; and
 - ii) an intercompany receivable in part, in the amount of £6,092,999.00, owing to the Company by One Stop Convenience Stores Limited.

AGREEMENT

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

We, the undersigned, were at the time the Resolutions were circulated entitled to vote on, and hereby irrevocably agree to, the Resolutions:-

.....

Director

.....22/01/2020

Date

For and on behalf T & S Stores Limited