

Registered Number: 2495645

THE COMPANIES ACT 1985 AND 1989

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COMPANY LIMITED BY SHARES

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## SPECIAL RESOLUTION

-of-

POUNDLAND LIMITED

(Passed the 4th day of March 1994)

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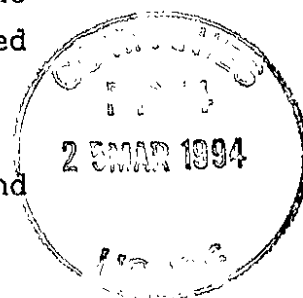
AT AN EXTRAORDINARY GENERAL MEETING of the Members of the Company duly convened and held at Units 3/4 Maple Leaf Industrial Estate, Bloxwich Lane, Walsall, WS2 8TF on the 4th day of March 1994 at 10.10 a.m. the following *RESOLUTION* was unanimously passed as a *SPECIAL RESOLUTION*:-

### SPECIAL RESOLUTION

"THAT, pursuant to the provisions of Section 43 of the Companies Act 1985, the Company be re-registered as a public company with effect from 4th March 1994 or from such other date as may be approved by the Registrar of Companies and that the Memorandum of Association of the company be thereupon altered as follows:-

- (a) by deleting the existing clause 1 and substituting therefor the following clauses to be numbered 1 and 2:-

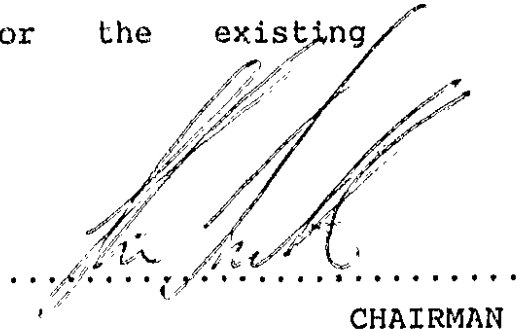
- "1. The Company's name is "Poundland plc",



"2. The Company is to be a public company".

(b) by renumbering the existing clauses 2, 3, 4 and 5 as clauses 3, 4, 5 and 6 respectively;

and that the Articles of Association produced to the Meeting be adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing regulations".

A handwritten signature in dark ink, appearing to be 'H. H. H.', is written over a horizontal dotted line. The signature is stylized and cursive.

CHAIRMAN

[P: PLPLCRES.RK]