



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Partnership No. 370932

The Registrar of Companies for England and Wales hereby certifies that under the Limited Liability Partnerships Act 2000:

ARLE CAPITAL LLP

having by notice changed its name, is now incorporated under the name of:

SMITHFIELD GROUP LLP

and the situation of the registered office is in England and Wales

Given at Companies House on **12th November 2015**



* NOC370932B *

The above information was communicated by electronic means and authenticated
by the Registrar of Companies under the Limited Liability Partnership
(Application of the Companies Act 2006) Regulations 2009 SI 2009/1804



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

LLNM01 (ef)

<p>Notice of Change of Name of a Limited Liability Partnership (LLP)</p>

LLP Number: **OC370932**

LLP name in full: **ARLE CAPITAL LLP**

Received for filing in Electronic Format on the: **11/11/2015**

Proposed Name

Proposed Name: **SMITHFIELD GROUP LLP**

Authorisation

Authenticated

This form was authorised by one of the following:

Designated member, Judicial Factor.

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WALLIS RETAIL LIMITED (the Company)

(Company Number: 04250825)

passed on 14th December, 2004

We, the members of the Company who have signed below, being the holders of all the issued share capital of the Company, pass the following resolutions:

1. **THAT** subject to compliance with Section 155-158 of the Companies Act 1985, the Company's proposal to enter into:
 - (i) a credit agreement (the **Credit Agreement**) between, among others, Taveta Investments (No.2) Limited (**TIL2**) and The Governor and Company of the Bank of Scotland (**BoS**) and under the terms of the Credit Agreement, guarantee (and provide certain indemnities in relation to) the obligations and liabilities of each Borrower under the Finance Documents (each as defined in the Credit Agreement);
 - (ii) a debenture (the **Debenture**) between, among others, the Company and BoS (in its capacity as security trustee) and under the terms of such debenture, grant security over the Company's assets and undertakings (with the exception of its leasehold and freehold property);
 - (iii) an intra-group loan agreement (the **Company Intra-Group Loan Agreement**) between, among others, TIL2 and the Company pursuant to which the Company will grant a committed credit facility to TIL2 and Arcadia Group Limited of up to an aggregate amount of £850,000,000,is hereby approved.
2. **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by, the Credit Agreement, the Debenture and the Company Intra-Group Loan Agreement (together, the **Documents**) and any related document.
3. **THAT** the of financial assistance (within the meaning of section 151 to 158 of the Companies Act 1985) by the Company to Taveta Investments Limited by the transactions set out in paragraph 1 above is approved.
4. **THAT** the provision of guarantees, security and a committed credit facility by the Company (each as contemplated in the Documents) is in the best interests of the Company's business




and the entry into by the Company of the proposed transactions substantially on the terms set out in the Documents is to the commercial benefit and the advantage of the Company.

5. **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association.



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For Arcadia Group Limited



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For Stancepower Limited