

WRITTEN RESOLUTION

OF

BURBERRY (NO.1) Limited
Company Number: 04452028

(the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

1. That the share capital of the Company be reduced by cancelling and extinguishing 115,099,984 issued ordinary shares of £0.00000869 each.

By order of the board:

.....*N.P.D. only*.....
Director/Secretary

.....27..... March 2018

WEDNESDAY



A36 *A72PAULF* 28/03/2018 #37
COMPANIES HOUSE

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT
2006**

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is ~~27~~ March 2018 (the "**Circulation Date**")
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
 - (A) A member signifies his agreement to a proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document:
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution.
 - (B) The document must be sent to the Company in hard copy form or in electronic form.
 - (C) A member's agreement to a written resolution, once signified, may not be revoked.
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

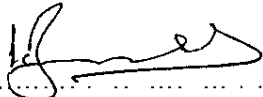
We, being together all the eligible members of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution.



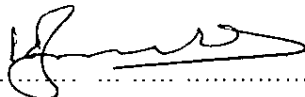
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Signed by Burberry (Spain) Finance Limited

..... 27 March 2018



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Signed by Burberrys Limited

..... 27 March 2018



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Signed by Burberry Europe Holding Limited

..... 27 March 2018