WRITTEN RESOLUTION

OF

BURBERRY SPAIN (UK) LIMITED
Company Number: 04868448

(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 399 issued ordinary shares of £1 each.

2. That the amount standing to the credit of the share premium account of the Company as at the date on which this resolution is passed be cancelled and extinguished.

By order of the board:

........N P Jones.................. ....27... March 2018
Director/Secretary

WEDNESDAY

L72OA9E9
LD1 28/03/2018 #19
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. Generally, the period for agreeing to the written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006). However, eligible members should signify their agreement to the written resolution within 15 days of the Circulation Date. This is because additional stricter rules apply to a written resolution for reducing share capital. Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which resolution is agreed to (see sections 641(1)(a) and 642(1)(a) 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.

.... 27 March 2018

Signed by Burberry (Spain) Finance Limited