

FRIDAY



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09/12/2016

COMPANIES HOUSE

#86

Company Number 07279467

Victoria's Secret UK Limited

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTION

6 December 2016 (the "Circulation Date")


Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution").

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by £12,000,000 by cancelling and extinguishing 12,000,000 ordinary shares of £1 each AND THAT the amount by which the share capital is reduced be credited to a distributable reserve of the Company.

Please read the Notes at the end of this document before signifying your agreement to the Resolution below

BY ORDER OF THE BOARD


Director

AGREEMENT

WE, THE UNDERSIGNED, being the sole member of the Company on the Circulation Date,
HEREBY IRREVOCABLY AGREE to the Resolution



duly authorised signatory as per resolutions taken by the managers on December 6, 2016
for and on behalf of
Luxembourg (Overseas) Holdings S à r l

Dated. 6 December 2016

NOTES

- 1 To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand or by post to any Director of the Company or attaching a scanned copy of the signed document to an e-mail and sending it to any Director of the Company
- 2 Once you have signified your agreement to the Resolution, you may not revoke your agreement.
- 3 Unless, by 28th day following the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document
- 6 A copy of this document was sent to the Company's auditors, Ernst & Young LLP, on the Circulation Date.