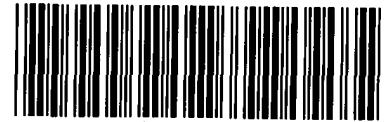


Company No. 08420456

WEDNESDAY



A97DMXRS

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17/06/2020

#136

COMPANIES HOUSE

THE COMPANIES ACT 2006
SPECIAL RESOLUTION
OF
MATALAN DIRECT LIMITED

Passed on 7 June 2020

The following resolution was duly passed as a written resolution in accordance with Chapter 2, Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

THAT (Resolution 6) the Company's articles of association be altered by the addition of the following new article 21:

"21. For the purposes of this Article 21, "Secured Party" means any bank, financial institution, trust, fund or other entity to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf.

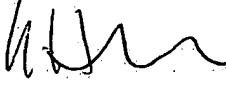
Notwithstanding anything contained in these Articles, the Company and the ML Directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer,

- (a) is to any Secured Party, or
- (b) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or
- (c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Party and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything contained in these Articles, the

Company and the ML Directors shall not be entitled to exercise any lien which the Company has in respect of its shares."

Signed

A handwritten signature in black ink, consisting of a series of loops and a final horizontal stroke, positioned above a horizontal line.

Director/Secretary