

Company number: 08717178

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

TROY LONDON MERCHANDISE LIMITED (**Company**)

THURSDAY



A22 \*A7FCGWVU\* 27/09/2018 #232  
COMPANIES HOUSE

25 September 2018

The following resolutions were passed as special resolutions Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**).

**1. AUTHORITY TO ALLOT**

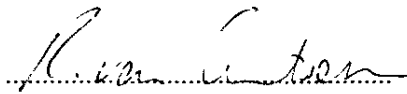
THAT, in accordance with section 551 of the Companies Act 2006 (“**CA 2006**”), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £174.88 (including all shares issued by the Company at the date of this resolution) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the CA 2006 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

**2. DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £174.88 (including all shares issued by the Company as at the date of this resolution); and
- 2.2 expire on the fifth anniversary of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

A handwritten signature in black ink, appearing to read 'R. J. M. Smith', written over a dotted line.

Director