

Company Number: 08861243

THE COMPANIES ACT 2006

PRIVATE COMPANY

LIMITED BY SHARES

WRITTEN RESOLUTION

OF

POUNDLAND GROUP LIMITED

(the "Company")

Circulation Date: 5 AUGUST 2019

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

**SPECIAL RESOLUTION**

**THAT** the share capital of the Company (comprising a share capital of £2,688,941.30 and a share premium of £161,838,441.15) by cancelling and extinguishing 268,893,930 issued and fully paid ordinary shares of £0.01 each in the capital of the Company and cancelling the Company's share premium reserve in full (the "**Reduction**") with the amount of the Reduction being credited to the Company's profit and loss reserve

**AGREEMENT**

**Please read the notes attached to this document before signifying your agreement to the Resolution.**

We the undersigned (each being a person who was entitled to vote on the Resolution on the Circulation Date) hereby irrevocably agree to the Resolution

Signed:

*R. Swales*

Dated:

*5 AUGUST*

2019

For and on behalf of Poundland UK  
and Europe Limited

*ROBERT SWALES, under a power of attorney dated 26 JUNE 2019*



## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the "**Lapse Period**") using one of the following methods
  - 1.1 **Post** returning the signed copy by post to the Company at the registered office address
  - 1.2 **Email**. by attaching a scanned copy of the signed document to an email and sending it to the Directors. Please enter "**Written resolution**" in the email subject box.
2. If you do not agree with the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement
4. The Resolution is passed when the required majority of eligible members have signified their agreement to it
5. If the Resolution is not passed before the end of the Lapse Period it will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolution will be ineffective
6. 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.
7. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

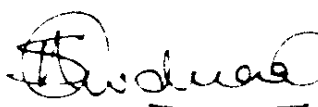
Company Number: 08861243

THE COMPANIES ACT 2006  
PRIVATE COMPANY  
LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
POUNDLAND GROUP LIMITED  
(the "Company")

On 5 AUGUST 2019 the following special resolution was duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006

**SPECIAL RESOLUTION**

**THAT** the share capital of the Company (comprising a share capital of £2,688,941 30 and a share premium of £161,838,441 15) by cancelling and extinguishing 268,893,930 issued and fully paid ordinary shares of £0.01 each in the capital of the Company and cancelling the Company's share premium reserve in full (the "**Reduction**") with the amount of the Reduction being credited to the Company's profit and loss reserve.



Director