

Company Number 11118708

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

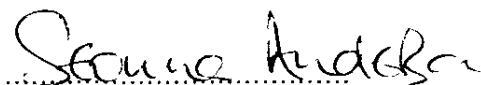
NEXT Group Limited (the "Company")

The following resolutions of the sole member of the Company were duly passed as special resolutions by way of written resolutions of the sole member under chapter 2 part 13 of the Companies Act 2006 on 20th December 2018:

SPECIAL RESOLUTIONS

THAT:

1. the directors of the Company be and are hereby authorised to allot and issue 49,999 new ordinary shares of £1 each credited as fully paid up shares in the capital of the Company to NEXT plc;
2. the Company be re-registered as a public limited company under the Companies Act 2006;
3. the name of the Company be changed from NEXT GROUP LIMITED to NEXT GROUP PLC, and
4. the articles of association annexed hereto and initialled by the Secretary of the Company for identification purposes be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association with effect from the passing of this resolution.



Secretary
for and on behalf of
NEXT Group Limited

THURSDAY



A05 *A7LON4GJ* 27/12/2018 #3
COMPANIES HOUSE