

Company number: 12054246

**Minutes of a meeting of the board of directors of Karenmillen.com Limited (the Company)**

Held at: 49-51 Dale Street, Manchester M1 2HF on 24 October 2023

Present:	Name	Position
	Mahmud Kamani	Director
	Carol Kane	Director
	John Lyttle	Director
	Shaun McCabe	Director
In attendance:	Name	Position
	Tom Kershaw	Company Secretary

**1 Chairperson**

Shaun McCabe was appointed chairperson of the meeting and chaired the meeting throughout.

**2 Notice and quorum**

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

**3 Interests in proposed transactions and arrangements with the company**

Each director present confirmed that they had no direct or indirect interest in any way in the proposed transaction and other arrangements to be considered at the meeting which they were required by section 177 of the Companies Act 2006 (**CA 2006**) and the Company's articles of association to disclose.

**4 Business of the Meeting**

The chairperson reported the purpose of the meeting was to consider, and if thought fit approve and circulate a written resolution that the Company is exempt from the requirements of Section 475(1) of the CA 2006 on the basis that it is a subsidiary undertaking, and its parent undertaking is incorporated in England and Wales.

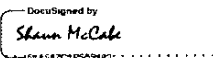
**5 Section 479A Exemption**

5.1 The chairperson reported that in order to be exempt from the requirements of Section 475(1) of the CA 2006, the Company must satisfy the following conditions:

- 5.1.1 the members of the Company must agree to the exemption;
- 5.1.2 its parent undertaking must give a guarantee;
- 5.1.3 the Company must be included in the consolidated accounts drawn up for that year by the parent undertaking; and



- 5.1.4 the parent undertaking must disclose in the notes to the consolidated accounts that the Company is exempt.
- 5.2 It was noted that the following wording was to be included in the accounts for Boohoo Holdings Limited:
- "Under section 479C of the Companies Act 2006, boohoo Holdings Limited has given a parental guarantee to the company for the year ended 28 February 2023.*
- Under this parental guarantee boohoo Holdings Limited guarantees all outstanding liabilities to which the subsidiary company is subject at the end of the financial year to which the guarantee relates, until they are satisfied in full. Furthermore boohoo Holdings Limited affirms that the guarantee is enforceable against the parent undertaking by any person to whom the subsidiary company is liable in respect of those liabilities.*
- Under section 479A of the Companies Act 2006 the company receiving the parental guarantee is exempt from the requirements of the Companies Act 2006 relating to the audit of individual accounts for the financial year ending 28 February 2023"*
- 5.3 The chairperson further reported that a written resolution should be circulated to the sole eligible member of the Company in order to satisfy the condition set out at minute 5.1.1.
- 6 Written Resolution**
- 6.1 Accordingly, there was produced to the meeting a form of written resolution of the sole eligible member of the Company (**Written Resolution**).
- 6.2 **IT WAS RESOLVED** to:
- (a) approve the Written Resolution in the form produced to the meeting; and
- (b) send it to the sole eligible member of the Company.
- 7 Adjournment**
- 7.1 The meeting was adjourned so that the Written Resolution could be submitted to the sole eligible member of the Company.
- 7.2 The meeting reconvened and the chairman reported that the Written Resolution had been passed.
- 8 Resolution**
- IT WAS RESOLVED** that the directors (or any one of them) are authorised to deliver to the registrar the signed Written Resolution alongside the other documents listed in Section 479A(2)(e) of the CA 2006.
- 9 Filing**
- The chairperson instructed the Company Secretary to make all necessary and appropriate entries in the books and registers of the Company and to arrange for all necessary forms to be filed at Companies House.
- 10 Close**
- 11 There was no further business and the chairperson declared the meeting closed

Chair 

Date: 24/10/2023

**Company Number: 12054246**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**KARENMILLEN.COM LIMITED (Company)**

Circulation Date: 24 October 2023

Under Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”), the directors of the Company propose that the following resolution is passed as an ordinary resolution by the sole eligible member (“**Resolution**”).

**ORDINARY RESOLUTION**

That, the Company is exempt from the requirements of Section 475(1) of the Act.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution, hereby irrevocably agrees to the Resolution:

Signed by Shaun McCabe  
On behalf of Boohoo Holdings Limited

DocuSigned by:  
*Shaun McCabe*  
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Date 24 October 2023

**NOTES**

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post to. You may not return the Resolution to the Company by any other method. If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless sufficient agreement is received for the Resolution to pass within 28 days, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.