

TUESDAY



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19/12/2023

#379

COMPANIES HOUSE

Company number: **13135555**

Minutes of a meeting of the board of directors of Debenhams Brands 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.

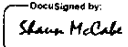
5 Section 479A Exemption

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 all members of the Company must agree to the exemption from audit in accordance with section 479A of the Companies Act 2006 for the accounting period ending 28/02/23;
- 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 The meeting noted that during the financial year 2022 to 2023 (**FY22-23**), the entire issued share capital of the Company was transferred to Debenhams Holdings Limited (which is a subsidiary of Boohoo Holdings Limited), but, for FY22-23, the Company's accounts shall be consolidated into the accounts for Boohoo Holdings Limited.
- 5.3 It was further 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"*
- 5.4 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