

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
SMYTHS TOYS NI LIMITED
(the Company)

Circulation Date: *6/Dec/* 2022

Pursuant to chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- Resolutions 1 and 2 below are passed as ordinary resolutions (the **Ordinary Resolutions**)
- Resolution 3 below is passed as a special resolution (the **Special Resolution**)

ORDINARY RESOLUTIONS

1. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company (**Directors**) be unconditionally authorised to allot 1 A ordinary share of £1.00 each in the capital of the Company having the rights and subject to the restrictions set out in the articles of association adopted pursuant to resolution 2. Unless renewed, varied or revoked by the Company, this authority shall expire on the date being five years from the date on which this Ordinary Resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
2. THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.

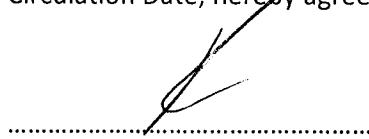
SPECIAL RESOLUTION

3. THAT the draft articles of association attached to these Resolutions (the **New Articles**) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signing your agreement to the Ordinary Resolutions and Special Resolution.

The undersigned, being the sole eligible member entitled to vote on the above resolutions on the Circulation Date, hereby agree to the Ordinary Resolutions and Special Resolution.



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Smyths Toys HQ UC

Date: 6 December 2022

NOTE:

1. You can choose to agree to all of the Ordinary Resolutions and Special Resolution or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to all of the resolutions, 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 resolutions, you may not revoke your agreement.
4. Unless within 28 days of the Circulation Date of this written resolution, sufficient agreement has been received for the resolutions to pass, the resolutions set out above will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.