

A & D Pension Services Limited (the "Company")
Company No 00116036
Written Resolution
of the members of the Company

Circulation Date 23 December 2015

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

Special Resolution

THAT, the directors of the Company having on 23 December 2015 made a solvency statement in accordance with section 643 of the Companies Act 2006

- (a) the Company's share capital be reduced from £46760 (comprising 23380 ordinary A shares of £1 each and 23380 ordinary B shares of £1 each) to £2 by cancelling
 - (i) all but one of the issued ordinary A shares of £1 each registered in the name of Arcadia Group Limited
 - (ii) all but one of the issued ordinary B shares of £1 each, registered in the name of Debenhams Retail PLC
- (b) the Company's distributable reserves of £47224 together with any interest accrued on cash deposits since 28 February 2015 be paid to Arcadia Group Limited and Debenhams Retail PLC as the members of the Company by way of dividend on or around 31/01/2015

A13384-1.0

1

THURSDAY



A4Y2R8CB

A19

07/01/2016

#72

COMPANIES HOUSE

Agreement

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

The undersigned being a person entitled to vote on the Resolution and a member of the Company on _____ hereby irrevocably agrees to the Resolution

Signed on behalf of ARCADIA GROUP
LIMITED

Date

The undersigned being a person entitled to vote on the Resolution and a member of the Company on 23 December 2015 hereby irrevocably agrees to the Resolution

Signed on behalf of DEBENHAMS RETAIL
PLC

P. J. Eardley *Company Secretary*

Date

23 December 2015

NOTES

- 1 If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post
 - 2 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
 - 3 Once you have indicated your agreement to the Resolution you may not revoke your agreement
 - 4 Unless by midnight on 19th January 2015 sufficient agreement has been received for the Resolution to pass it will lapse. If you agree to the Resolution please ensure that your agreement reaches us before this time
-

The above Resolution was passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 23 December 2015 the signatories being duly authorised to sign the written resolution on behalf of the members of the Company

Director of Arcadia Group Limited

T J Earle
Secretary of Debenhams Retail plc.

A & D Pension Services Limited (the "Company")

Company No: 00116036

Written Resolution

of the members of the Company

Circulation Date: 23 December 2015

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

Special Resolution

THAT, the directors of the Company having on 23 December 2015 made a solvency statement in accordance with section 643 of the Companies Act 2006,

- (a) the Company's share capital be reduced from £46760 (comprising 23380 ordinary A shares of £1 each and 23380 ordinary B shares of £1 each) to £2 by cancelling
 - (i) all but one of the issued ordinary A shares of £1 each, registered in the name of Arcadia Group Limited,
 - (ii) all but one of the issued ordinary B shares of £1 each, registered in the name of Debenhams Retail PLC
- (b) the Company's distributable reserves of £47224 together with any interest accrued on cash deposits since 28 February 2015 be paid to Arcadia Group Limited and Debenhams Retail PLC as the members of the Company by way of dividend on or around 31/01/2015

Agreement

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

The undersigned, being a person entitled to vote on the Resolution and a member of the Company on 23 December 2015, hereby irrevocably agrees to the Resolution

Signed on behalf of ARCADIA GROUP
LIMITED

G. Hague

Date

The undersigned, being a person entitled to vote on the Resolution and a member of the Company on 23 December 2015 hereby irrevocably agrees to the Resolution

Signed on behalf of DEBENHAMS RETAIL
PLC

Date

NOTES

- 1 If you agree to the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post
- 2 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
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, by midnight on 19th January 2015, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time

The above Resolution was passed as a written resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 23 December 2015 the signatories being duly authorised to sign the written resolution on behalf of the members of the Company

G. Hague
Director of Arcadia Group Limited

Director of Debenhams Retail PLC