

Company Number: 00610095

WRITTEN RESOLUTION

of

WATERSTONES BOOKSELLERS LIMITED

(the Company)

CIRCULATION DATE: 20 April 2024 (the Circulation Date)

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

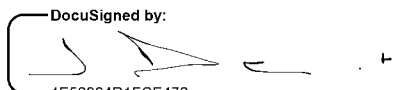
SPECIAL RESOLUTION

THAT the issued share capital of the Company be reduced from £71,014,000 to £710.14 by reducing capital to the extent of £0.99999 on each issued fully paid up ordinary share of £1.00 each in the Company and reducing the nominal value of each issued fully paid up ordinary share from £1.00 to £0.00001 and the amount by which the Company's share capital is so reduced shall be credited to the Company's distributable reserves.

AGREEMENT

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

The undersigned, being the sole shareholder of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

DocuSigned by:

.....4E52964D1FCE472.....

Name: James Daunt

Director, for and on behalf of Book Retail Bidco Limited

Date: 20 April 2024

NOTES

1. If you agree with the Resolution, 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 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, within the period of 28 days beginning with the Circulation Date 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 the expiry of this period.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.