

Company number 02352435

PRIVATE COMPANIES LIMITED BY SHARES

WRITTEN RESOLUTION

of

The Hamleys Group Limited (**Company**)



A06

A99ZJWA8

24/07/2020

COMPANIES HOUSE

#247

CIRCULATION DATE 17th July, 2020

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions numbered 1-4 below are passed as special resolutions and the resolution numbered 5 below is passed as an ordinary resolution (**Resolutions**).

SPECIAL RESOLUTIONS

1. THAT the restriction on the authorised share capital of the Company set out in the existing articles of association of the Company is hereby revoked and shall cease to have any force or effect.
2. The draft Articles of Association attached to this resolution 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.
3. THAT, in accordance with section 551 of the Companies Act 2006, the Directors of the Company (**Directors**) be generally and unconditionally authorised to allot further shares in the Company up to an aggregate nominal amount of £17,757,506 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the first anniversary of the date of these Resolutions 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 in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

4. THAT, subject to the passing of resolutions 1, 2 and 3 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 3, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:

- a. be limited to the allotment of equity securities up to an aggregate nominal amount of £17,757,506; and
- b. expire on the first anniversary of the date of these Resolutions (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

ORDINARY RESOLUTION

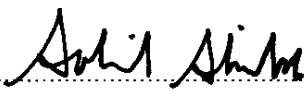
5. THAT it is hereby declared for the avoidance of doubt that the existing Ordinary Shares of 5 5/9 pence in the capital of the Company (referred to as such in certain of the Company's historic Companies House filings and other documents) are the same as the Ordinary Shares of £0.0556 in the capital of the Company which are referred to in other Companies House filings and documents.

AGREEMENT

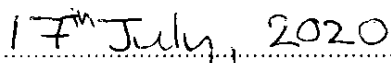
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions on the above circulation date, hereby irrevocably agrees to the Resolutions:

Signed by Sohail Shaikh
a director, for and on behalf
of **Hamleys Global Holdings Limited**


.....
Director

Date:


.....

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning them to the Company using one of the following delivery methods:

- **By hand:** delivering the signed copy to The Directors, The Hamleys Group Limited, 6th Floor, 2 Fouberts Place, London, W1F 7PA
- **Post:** returning the signed copy by post to The Directors, The Hamleys Group Limited, 6th Floor, 2 Fouberts Place, London, W1F 7PA
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to Vini.Jain@ril.com. Please type "Written resolution of The Hamleys Group Limited" in the email subject box.

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.

3. Unless within 28 days of the Circulation Date, sufficient agreement is received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

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.

Company number 02352435

SPECIAL RESOLUTIONS

OF

THE HAMLEYS GROUP LIMITED (Company)

A06

24/07/2020
COMPANIES HOUSE

#246

Passed on 17th July 2020

The following resolutions were duly passed as special resolutions by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTIONS

1. THAT the restriction on the authorised share capital of the Company set out in the existing articles of association of the Company is hereby revoked and shall cease to have any force or effect.
2. The draft Articles of Association attached to this resolution 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.
3. THAT, in accordance with section 551 of the Companies Act 2006, the Directors of the Company (**Directors**) be generally and unconditionally authorised to allot further shares in the Company up to an aggregate nominal amount of £17,757,506 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the first anniversary of the date of these Resolutions 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 in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

4. THAT, subject to the passing of resolutions 1, 2 and 3 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 3, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:
 - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £17,757,506; and

- b. expire on the first anniversary of the date of these Resolutions (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed 

Sohail Shaikh - Director