

Company No 7115506

THE COMPANIES ACT 2006

We hereby certify this  
To be a true copy of the  
Original  
Signed Clifford Chance LLP  
Clifford Chance LLP  
10 Upper Bank Street  
London E14 5JJ

PRIVATE COMPANY LIMITED BY SHARES

**RESOLUTION IN WRITING**

of


**POUNDLAND VALUE RETAILING LIMITED**  
(the "Company")

Poundland Group Holdings Limited, being the only eligible member who at the circulation date of this resolution would be entitled to vote on the resolution, **RESOLVES**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution as a written resolution

**SPECIAL RESOLUTION**

"THAT the share capital of the Company be reduced by cancelling and extinguishing 20,000,000 issued Ordinary Shares of £1 each, all of which are registered in the name of Poundland Group Holdings Limited "

SIGNATURE:



**James McCarthy**

For and on behalf of

**POUNDLAND GROUP HOLDINGS LIMITED**

DATE 15 September 2010

FRIDAY



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05/11/2010  
COMPANIES HOUSE

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## NOTES

- 1 The circulation date of this resolution is 15 September 2010. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
- 2 An eligible member can signify his or its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to the Company Secretary by hand.
- 3 A copy of this resolution has been sent to the auditors.
- 4 This resolution must be passed by 30<sup>th</sup> September 2010. If this resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.