

Company number 11093286

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

KATE + CO HOLDINGS LIMITED ("Company")

Circulation Date 12 December 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as an ordinary resolution ("**Resolution**").

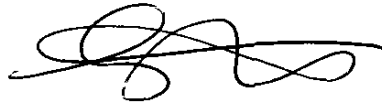

RESOLUTION

THAT the terms of a contract proposed to be made between (1) the Company and (2) Michael James Hughes for the purchase by the Company of 10 A ordinary shares of £1 each in the capital of the Company, for a total aggregate consideration of £82,916 as set out in the contract attached ("**Purchase Contract**") be approved for all purposes, and the Company be authorised to enter into the Purchase Contract.

AGREEMENT

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

The undersigned, being the sole person entitled to vote on the above resolution on the Circulation Date (above), hereby irrevocably agrees to the Resolution:

SARAH ANN STOCKS Date 12th Dec 2019	
JOANNA KATHERINE CALLAGHAN Date 12.12.19	

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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 using one of the following methods:

By Hand: delivering the signed copy to the registered office of the Company

Post: returning the signed copy by post to the registered office of the Company

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.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Where, by 28 days from the Circulation Date, insufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to this Resolution, please indicate your agreement and notify us as soon as possible.

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.