Company No. 01357507

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

B&M RETAIL LIMITED

("the Company")

EV Retail Limited, being the sole member of the company who at the circulation date of this resolution would have been entitled to vote on the resolution, RESOLVES, in accordance with Chapter 2, Part 13 of the Companies Act 2006 to pass the following resolution which has been proposed as a special resolution

SPECIAL RESOLUTION

THAT the Articles of Association of the company be amended by deleting Article 35 of the Articles of Association and inserting in place of it the following

"35 1 Subject to the Companies Act 2006, the company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends

35.2 A dividend must not be declared unless the directors have made a recommendation as to its amount Such dividend must not exceed the amount recommended by the directors.

35 3 No dividend may be declared or paid unless it is in accordance with members' respective rights

35 4 Unless the members' resolution to declare or the directors decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each member's holding of shares in the class in respect of which the dividend is paid on the date of the resolution or decision to declare or pay it."

Signed

for and on behalf of EV Retail Limited

Date 5 January 2015

Notes

1. The circulation date of this resolution is 5 January 2015 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 its agreement to the resolution to an officer of the Company by hand

3 This resolution must be passed within 28 days of the circulation date If the resolution is not passed by such date it will lapse The agreement of a member to the resolution is ineffective if signified after that date