

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS

of

POUNDLAND PLC
(the Company)

(passed on 2002)

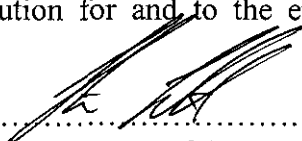
AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Theodore Goddard, 150 Aldersgate Street, London, EC1A 4EJ on *30 May* 2002 the following Resolutions 1, 2 and 3 were duly and **unanimously** passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. **THAT** pursuant to the provisions of section 53 of the Companies Act 1985 the Company be re-registered as a private company.
2. **THAT** the Memorandum of Association of the Company be altered as follows (taking effect on the re-registration):
 - (a) by deleting the existing heading of the Memorandum and substituting, to the exclusion of that heading, the words:

"MEMORANDUM OF ASSOCIATION OF POUNDLAND LIMITED"
 - (b) by deleting existing paragraphs 1 and 2 of the Memorandum and substituting, to the exclusion of those paragraphs, the words:

"1. The Company's name is Poundland Limited."
 - (c) by renumbering the existing paragraphs 3, 4, 5 and 6 as paragraphs 2, 3, 4 and 5 respectively; and
 - (d) the replacement (where appropriate) of all references to the Company's registered name with "Poundland Limited".
3. **THAT** the new Articles of Association of the Company, in the form attached to this Notice and initialled by the Chairman for the purpose of identification, be adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association.

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CHAIRMAN