



CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION OF PRIVATE COMPANY
AS A PUBLIC COMPANY

No 2495645

I hereby certify that

POUNDLAND LIMITED

formerly registered as a private company has this day
been re-registered under the Companies Act 1985 as a
public company under the name of

POUNDLAND plc

and that the company is limited

Given under my hand at Cardiff the 7th April 1994

A handwritten signature in dark ink, appearing to read 'J.R. Dwyer'.

An Authorised Officer