

DEBENHAMS GROUP HOLDINGS LIMITED

Private Company Limited by Shares
(the *Company*)

Written Resolution of the Shareholder of the Company

Circulation Date:

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions (the *Written Resolutions*) are passed as special resolutions

SPECIAL RESOLUTIONS

- (1) **THAT** the directors of the Company be and hereby are empowered, authorised and directed to execute, deliver and perform guarantee obligations (the *Guarantee*) under (a) the terms of a trust deed between Debenhams plc (the *Issuer*), the Company, Debenhams Retail plc, Debenhams Properties Limited and Citicorp Trustee Company Limited in relation to senior notes, the pricing and due date of which were not known at the time of passing the Written Resolutions, (the *Notes*) (the *Issue*) to be issued by the Issuer, and (b) the revolving credit facility between, among others, the Company, Barclays Bank PLC, Lloyd's Bank plc and the Royal Bank of Scotland plc (as mandated lead arrangers) and The Royal Bank of Scotland plc (as facility agent) (the *Revolving Credit Facility*) to be entered into by the Company on or about the date hereof in the form to be approved by the resolutions passed at a meeting of the board of directors of the Company held on 18 June 2014 (the *Resolutions*) with such amendments as may be agreed by the directors or the company secretary of the Company in their absolute discretion as they deem appropriate
- (2) **THAT** the entry by the Company into the Guarantee in connection with the Notes, the Revolving Credit Facility and the proposed financing thereunder would promote the success of the Company and be to the commercial benefit and the advantage of the Company
- (3) **THAT** these resolutions are passed as special resolutions of the Company
- (4) **THAT** these resolutions shall have effect notwithstanding any provision of the Company's Memorandum and Articles of Association

The undersigned, being an "eligible member" (as defined in section 289 of the Companies Act 2006) and entitled to vote on the resolution on the circulation date specified above, hereby irrevocably agrees to the Written Resolutions



A13 04/07/2014 #186
COMPANIES HOUSE

CERTIFIED A TRUE COPY

P. J. Eardley

SECRETARY

11/7/14


Full name of corporate member:

Debenhams plc

Name and position of signatory:

Paul Eardley, Authorised Signatory

Signature:

A handwritten signature in black ink, appearing to read 'P. Eardley', written over a dotted line.

Dated: 18 June 2014