

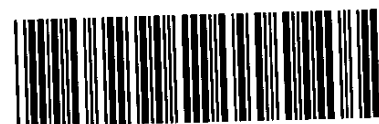
Special Resolutions passed at Debenhams plc (5448421) Annual General Meeting held on 10 January 2019 at The Delancey Theatre, ORT House, 126 Albert Street, London NW1 7NE

Resolution 14 - Disapplication of pre-emption rights

That, subject to the passing of resolution 13 in the Notice and in place of all existing powers, the directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash, pursuant to the authority conferred by resolution 13 in the Notice as if section 561(1) of the Act did not apply to the allotment. This power:

- a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next AGM of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on the date falling 15 months after the date on which this resolution is passed), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- b) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 13(a)(i)(B), by way of a rights issue only):
 - i) to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii) to people who hold other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,
 - iii) and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- c) in the case of the authority granted under resolution 13(a)(i)(A) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) up to an aggregate nominal amount of £6,139.
This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 13 in the Notice" were omitted.

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Resolution 15 - Authority for the Company to buy its own shares

That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of its own ordinary shares, subject to the following conditions:

- a) the maximum number of ordinary shares authorised to be purchased is 122,782,215 shares;
- b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 0.01 pence being the nominal value of each ordinary share;
- c) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall be the higher of: (i) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased, and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share of the Company and the highest current independent bid for an ordinary share of the Company as derived from the London Stock Exchange Trading system ("SETS");
- d) unless previously renewed, varied or revoked the authority shall expire at the close of the next AGM of the Company or 18 months from the date on which this resolution is passed (whichever is earlier); and
- e) a contract to purchase ordinary shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority.

Resolution 16 – Notice period for general meetings

That a general meeting of the Company other than an AGM may be called on not less than 14 clear days' notice.

I certify this to be a true copy


Company Secretarial Assistant

15 January 2019

Ordinary Resolution passed at Debenhams plc (5448421) Annual General Meeting held on 10 January 2019 at The Delancey Theatre, ORT House, 126 Albert Street, London NW1 7NE

Resolution 13 – Authority to allot securities

- a) That the directors be generally and unconditionally authorised pursuant to section 551 of the Act to:
- i. allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:
 - A) up to an aggregate nominal amount of £40,927; and
 - B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £81,854 (including within such limit any shares issued or rights granted under paragraph (A) above) in connection with an offer by way of a rights issue:
 - i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii) to holders of other securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;
- and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next AGM of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on the date falling 15 months after the date on which this resolution is passed); and
- ii. make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;
- b) That, subject to paragraph (c), all existing authorities given to the directors pursuant to section 80 of the Companies Act 1985 or section 551 of the Act be revoked by this resolution; and
- c) That paragraph (b) shall be without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

I certify this to be a true copy

A handwritten signature in black ink, consisting of a large loop followed by a series of smaller, connected strokes.

Company Secretarial Assistant

15 January 2019