
KEEN & TOMS HOLDINGS LIMITED
(the "Company")

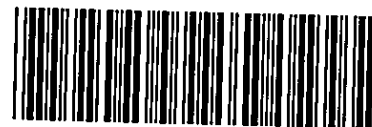
Company Number: 06997035

**WRITTEN RESOLUTIONS PURSUANT TO
SECTION 288 COMPANIES ACT 2006**

PASSED

ON 15 MARCH 2016

TUESDAY



A21 *A53ASZ28* #385
22/03/2016
COMPANIES HOUSE

We, the undersigned, being all the Members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby agree in accordance with section 288 of the Companies Act 2006 to pass the following written resolutions as special resolutions of the Company, and hereby agree that the said written resolutions shall for all purposes be as valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held


WRITTEN RESOLUTIONS

THAT:

1. The ordinary issued share capital of the Company be reduced from £3,787,203 divided into 3,787,203 ordinary shares of £1 each, to £3,346,347 divided into 3,346,347 ordinary shares of £1 each, and,
2. Such reduction shall be effected by cancelling and extinguishing paid up share capital as follows:
 - a. 400,000 issued ordinary shares of £1 each, registered in the name of Peter George Keen, shall be cancelled and extinguished, and a payment of £400,000, being the amount by which the capital is so reduced, shall be made to the holder of those shares, Peter George Keen
 - b. 40,856 issued ordinary shares of £1 each, registered in the name of the trustees of Peter Keen's Pension Trust, shall be cancelled and extinguished; no payment shall be made to the holder of those shares, the trustees of Peter Keen's Pension Trust.

For and on behalf of
The Keen 2007 family settlement

For and on behalf of
Trustees of Peter Keen's pension trust


Judy Keen

Richard Keen

For the Executors of Agnes Keen



Sarah Keen



James Keen

Judy Keen

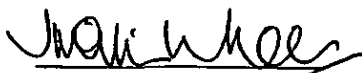


Richard Keen

Sarah Keen


James Keen

For the Executors of Agnes Keen

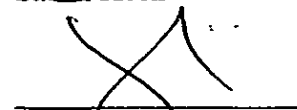

Judy Keen

Richard Keen

For the Executors of Agnes Keen




Sarah Keen


James Keen