

Company number: 07036164

POUNDLAND GROUP HOLDINGS LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

23 April 2014

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 and the articles of association of the Company, we, being all of the members of the Company who would, at the date of these resolution, be entitled to attend and vote at a general meeting of the Company, **confirm** and **agree** that the following resolution shall have effect as if passed by the Company in general meeting and accordingly we **resolve**

SPECIAL RESOLUTION

THAT, subject to the confirmation of the Court, (a) the issued share capital of the Company be reduced by cancelling and extinguishing 250,914,688 issued ordinary shares of £0.05466229852 each in the Company and (b) the capital redemption reserve of the Company be cancelled (the *Reduction of Capital*), and that the directors of the Company be and are hereby authorised to take all steps necessary or desirable to implement the Reduction of Capital

TUESDAY



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06/05/2014

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COMPANIES HOUSE

Agreement

Please read the Notes at the end of this document before signifying your agreement to the resolution

The undersigned being the members of the Company on the date of this written members resolution irrevocably agree to the resolution set out above

SIGNED by POUNDLAND GROUP PLC
as duly appointed attorney for
WARBURG PINCUS PRIVATE EQUITY X, L.P.

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SIGNED by POUNDLAND GROUP PLC
as duly appointed attorney for
WARBURG PINCUS X PARTNERS, L.P.

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SIGNED by POUNDLAND GROUP PLC
as duly appointed attorney for **BARCLAYS**
WEALTH TRUSTEES (GUERNSEY) LIMITED
as trustee of **THE POUNDLAND EMPLOYEES'**
SHARE OWNERSHIP PLAN TRUST
and as nominee for those managers holding
beneficially under the Poundland Employees'
Share Ownership Plan Trust

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SIGNED by POUNDLAND GROUP PLC
as duly authorised attorney for **COLIN SMITH**

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SIGNED by POUNDLAND GROUP PLC
as duly authorised attorney for **DAVID COXON**

)
)



SIGNED by POUNDLAND GROUP PLC
as duly authorised attorney for **GEORGE OLDRIDGE**

)
)



SIGNED by POUNDLAND GROUP PLC
as duly authorised attorney for **JAMES MCCARTHY**

)
)



SIGNED by POUNDLAND GROUP PLC
as duly authorised attorney for **NICHOLAS HATELEY**

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SIGNED by POUNDLAND GROUP PLC
as duly authorised attorney for **TIMOTHY MCDONNELL**

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SIGNED by POUNDLAND GROUP PLC
as duly authorised attorney for **ANDREW MONK**

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SIGNED by POUNDLAND GROUP PLC
as duly authorised attorney for **CRAIG BALES**

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)



SIGNED by POUNDLAND GROUP PLC
as duly authorised attorney for **MARK POWELL**

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SIGNED by POUNDLAND GROUP PLC
as duly authorised attorney for **MICHAEL GRAY**
acting by _____

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SIGNED by POUNDLAND GROUP PLC
as duly authorised attorney for **RICHARD LANCASTER**

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SIGNED by POUNDLAND GROUP PLC
as duly authorised attorney for **ANDREW HIGGINSON**

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SIGNED by POUNDLAND GROUP PLC
as duly authorised attorney for **JINDER JHUTI**

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SIGNED by POUNDLAND GROUP PLC
as duly authorised attorney for **ROWENA BALES**

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NOTES:

1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand delivering the signed copy to Jinder Jhuti, at Jinder.Jhuti@poundland.co.uk

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Jinder.Jhuti@poundland.co.uk Please enter "Written resolution dated 23 April 2014" in the e-mail subject box

2 If you do not agree to the resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

3 Once you have indicated your agreement to the resolution, you may not revoke your agreement

4 Unless, by the date that is 28 days from the circulation date, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document