

Company No 7036164

THE COMPANIES ACT 2006

SATURDAY



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21/05/2011

COMPANIES HOUSE

102

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

POUNDLAND GROUP HOLDINGS LIMITED (the "Company")

We, being eligible members representing not less than 75 per cent of the total voting rights of eligible members who at the circulation date of this resolutions would have been entitled to vote on the resolution, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution which has been proposed as a special resolution

SPECIAL RESOLUTION

THAT

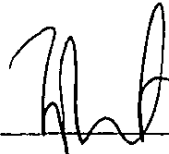
The articles of association of the Company be amended as follows

- 1 By the replacment of the word "person" with the word "Leaver" in the definition of "Bad Leaver"
- 2 By the replacement of the words "Poseidon 1" with the words "Poundland Group Holdings" in the definition of "Company"
- 3 By the replacement of the words "in relation to a Manager" with the words "a Leaver" in the definition of "Good Leaver"
- 4 By the addition of the word "or" after paragraph (a)(iv) in the definition of "Good Leaver"
- 5 By the deletion of the words "distribution to Ordinary Shareholders pursuant to a" and "or a New Holding Company or any of the Group Companies which directly or indirectly owns the entire business of the Group" in the definition of "Winding-Up"
- 6 Article 4 3 1 is delcted and replaced as follows
"4 3 1 firstly, be applied to pay all transaction costs which have been incurred by the Investors and (subject to approval by the Investor Directors,

such approval not to be unreasonably withheld) the Managers and any trust established to hold C Ordinary Shares for the benefit of employees, consultants, directors or other officers of the Group in connection with such Exit,"

- 7 By the replacement of the word "Shares" with the word "Shareholder" after the first instance of the words "C Ordinary" in article 12.2.4

Signed _____

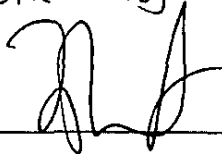


Warburg Pincus Private Equity X, L.P.

by Warburg Pincus X, LP, its general partner
by Warburg Pincus X LLC, its general partner
by Warburg Pincus Partners LLC, its sole member
by Warburg Pincus & Co, its managing member

Dated 10th May 2011

Signed _____



Warburg Pincus X Partners, L.P.

by Warburg Pincus X, LP, its general partner
by Warburg Pincus X LLC, its general partner
by Warburg Pincus Partners LLC, its sole member
by Warburg Pincus & Co, its managing member

Dated 10th May 2011

Signed _____

James McCarthy

Dated

Signed _____

Nicholas Hateley

Dated

Company No 7036164

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

POUNDLAND GROUP HOLDINGS LIMITED
(the "Company")

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SPECIAL RESOLUTION

THAT

The articles of association of the Company be amended as follows

- 1 By the replacement of the word "person" with the word "Leaver" in the definition of "Bad Leaver"
- 2 By the replacement of the words "Poseidon 1" with the words "Poundland Group Holdings" in the definition of "Company"
- 3 By the replacement of the words "in relation to a Manager" with the words "a Leaver" in the definition of "Good Leaver"
- 4 By the addition of the word "or" after paragraph (a)(iv) in the definition of "Good Leaver"
- 5 By the deletion of the words "distribution to Ordinary Shareholders pursuant to a" and "or a New Holding Company or any of the Group Companies which directly or indirectly owns the entire business of the Group" in the definition of "Winding-Up"
- 6 Article 4 3 1 is deleted and replaced as follows

"4 3 1 firstly, be applied to pay all transaction costs which have been incurred by the Investors and (subject to approval by the Investor Directors,

such approval not to be unreasonably withheld) the Managers and any trust established to hold C Ordinary Shares for the benefit of employees, consultants, directors or other officers of the Group in connection with such Exit,"

- 7 By the replacement of the word "Shares" with the word "Shareholder" after the first instance of the words "C Ordinary" in article 12 2 4

Signed _____

Warburg Pincus Private Equity X, L.P.

by Warburg Pincus X, LP, its general partner
by Warburg Pincus X LLC, its general partner
by Warburg Pincus Partners LLC, its sole member
by Warburg Pincus & Co, its managing member

Dated

Signed _____

Warburg Pincus X Partners, L.P.

by Warburg Pincus X, LP, its general partner
by Warburg Pincus X LLC, its general partner
by Warburg Pincus Partners LLC, its sole member
by Warburg Pincus & Co, its managing member

Dated

Signed  _____

James McCarthy

Dated 4 5 11

Signed  _____

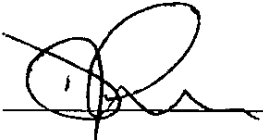
Nicholas Hateley

Dated 4.5.11

Signed  _____

Craig Bales

Dated 4 5 11

Signed  _____

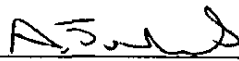
David Coxon

Dated 4 5 11

Signed  _____

Timothy McDonnell

Dated 4 5 11

Signed  _____

Andrew Monk

Dated 4 5 11

Signed _____

George Oldridge

Dated

Signed  _____

Colin Smith

Dated 4 5 11

Signed _____

Barclays Wealth Trustees (Guernsey) Limited

Dated

Notes

- 1 The circulation date of this resolution is 4th May 2011. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
- 2 An eligible member can signify its agreement to the resolution by signing the resolution and by delivering a copy of the signed resolution to an officer of the Company by hand.
- 3 This resolution must be passed by 18th May 2011. If the resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.

Signed _____

Craig Bales

Dated

Signed _____

David Coxon

Dated

Signed _____


Timothy McDonnell

Dated

Signed _____

Andrew Monk

Dated

Signed  _____

George Oldridge

Dated 9 May 2011

Signed _____

Colin Smith

Dated

Signed _____

Barclays Wealth Trustees (Guernsey) Limited

Dated

Signed _____

Craig Bales

Dated

Signed _____

David Coxon

Dated

Signed _____

Timothy McDonnell

Dated

Signed _____

Andrew Monk

Dated

Signed _____

George Oldridge

Dated

Signed _____

Colin Smith

Dated

Signed  

Barclays Wealth Trustees (Guernsey) Limited

Dated 17/5/11