

Company number: 07115540

POUNDLAND RETAIL LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

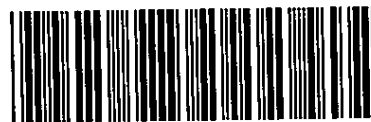
23 April 2014

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, the issued share capital of the Company be reduced by cancelling and extinguishing 147,616,912 issued ordinary shares of £1 each in the Company (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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LD3

06/05/2014

#109

COMPANIES HOUSE

Agreement

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

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

SIGNED by POUNDLAND VALUE)
RETAILING LIMITED)

A handwritten signature in black ink, consisting of several overlapping, slanted strokes, positioned to the right of the signature line.

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