

Company No. 01848143

The Companies Act 2006

Private Company Limited by Shares

Written Resolutions

of

Harrods Holdings Ltd (the "Company")

THURSDAY



A28 \*A6GVEHOX\* 12/10/2017 #19  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the directors of the Company have proposed that the resolutions below are passed by the members of the Company.

We, the undersigned, being the members entitled as at 2 October 2017, the date of circulation of this resolution, to attend and vote at general meetings of the Company, **RESOLVE** that the following resolutions be passed as written resolutions having effect as ordinary resolutions and special resolutions (as specified below) of the Company:

**Ordinary Resolutions**

1. **THAT**, pursuant to paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the authorised share capital of the Company is hereby increased by £1 to £50,000,001 divided into 50,000,001 shares of £1 each.
2. **THAT** the directors be generally authorised pursuant to Section 551 of the 2006 Act to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount of £1, provided that this authority shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

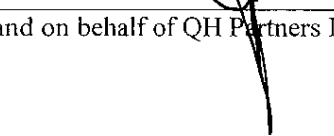
**Special Resolution**

3. **THAT** conditional upon resolution 2 being passed, the directors be empowered pursuant to Section 570 of the 2006 Act to allot equity securities (within the meaning of Section 560 of the 2006 Act) of the Company pursuant to the authority granted by resolution 2 as if Section 561(1) of the 2006 Act did not apply to any such allotment, provided that this authority shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of the power conferred by this resolution.

Date of circulation: 2 October 2017

  
For and on behalf of QH Participations Limited

Date of signature: 2 October 2017

  
For and on behalf of QH Partners Limited

Date of signature: 2 October 2017

**Notes:**

1. If you agree with the Resolutions, 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 Dan Webster at 87-135 Brompton Road, Knightsbridge, London SW1X 7XL.
  - **By Post:** returning the signed copy by post to Dan Webster at 87-135 Brompton Road, Knightsbridge, London SW1X 7XL.
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Dan.Webster@harrods.com.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Unless, by (and including) 29 October 2017, 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.
3. Once given, your agreement to the Resolutions may not be revoked.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
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.