

Company number: 09664102

**Private Company Limited by Shares****Written Resolution of****FIORUCCI WHOLESALE LIMITED****(the "Company")**27.05.2023 (the "**Circulation Date**")

SATURDAY



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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the following resolutions are passed as special resolutions (the "**Resolutions**").

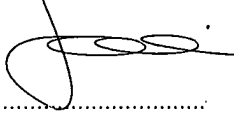
**SPECIAL RESOLUTIONS**

1. **THAT** in accordance with Article 4(1) of the Companies (Model Articles) Regulations 2008, Farhan Khan shall not, directly or indirectly, without the prior written consent of the board of directors of Fiorucci Holdings Limited, enter into any transaction, contract, obligation, commitment or other arrangement of a value exceeding £100,000 on behalf of the Company (or any subsidiary or subsidiary undertaking of the Company from time to time).
2. **THAT** in accordance with Article 4(1) of the Companies (Model Articles) Regulations 2008, Sagrario Maceira Villaverde shall not, directly or indirectly, without the prior written consent of the board of directors of Fiorucci Holdings Limited, enter into any transaction, contract, obligation, commitment or other arrangement on behalf of the Company.
3. **THAT** the articles of association in the form attached at the Appendix to these Resolutions be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

**Agreement**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

As the sole member entitled to vote on the Resolutions on the Circulation Date, we hereby irrevocably agree to the Resolutions:

Signed: 

Date: 27.05.2023

Name: José Caireta

duly authorised signatory for and on behalf of **FIORUCCI HOLDINGS LIMITED**

## 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 Stephenson Harwood LLP (FAO: Gary McArthur), 1 Finsbury Circus, EC2M 7SH, London.
  - **Post:** returning the signed copy by post to Stephenson Harwood LLP (FAO Gary McArthur), 1 Finsbury Circus, EC2M 7SH, London.
  - **Email:** by attaching a scanned copy of the signed document to an e-mail and sending it to [gary.mcarthur@shlegal.com](mailto:gary.mcarthur@shlegal.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 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 The Resolutions will lapse if not passed within 28 days of the Circulation Date. If you agree to these Resolutions, please ensure that your agreement reaches us before or during this date.
- 4 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.

## **APPENDIX**

### **New Articles**