

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY RESOLUTIONS
of
MOTHERCARE PLC
("Company")

PASSED ON THURSDAY 26 JULY 2018

At a general meeting of the Company duly convened and held at 10.00 a.m. on 26 July 2018 at the offices of DLA Piper UK LLP, 3 Noble Street, London EC2V 7EE, the First Resolution, Third Resolution, Fifth Resolution, Sixth Resolution and Seventh Resolution were passed as ordinary resolutions and the Second Resolution, Fourth Resolution, Eighth Resolution, Ninth Resolution and Tenth Resolution were passed as special resolutions.

1. Sub-division of ordinary shares

That, each ordinary share of 50 pence in the issued share capital of the Company be sub-divided into one ordinary share of 1 penny such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of 50 pence each in the capital of the Company as set out in the Company's articles of association as amended by the Second Resolution and one deferred share of 49 pence, having the rights and being subject to the restrictions set out in the Company's articles of association as amended by the Second Resolution.

2. Amendment to the articles of association

That, subject to and conditional upon the First Resolution being passed, the articles of association of the Company be amended by the insertion of a new Article 6A immediately after Article 6, as follows:

6A. Deferred Shares

"(A) The Deferred Shares of 49 pence each in the capital of the Company ("Deferred Shares") shall have the rights, and shall be subject to the restrictions, set out in Articles 6A (i) to (v) below:

- (i) A Deferred Share:
 - (a) does not entitle its holder to receive any dividend or other distribution;
 - (b) does not entitle its holder to receive a share certificate in respect of the relevant shareholding;
 - (c) does not entitle its holder to receive notice of, nor to attend, speak or vote at, any general meeting of the Company;
 - (d) entitles its holder on a return of capital on a winding up of the Company (but not otherwise) only to the repayment of the amount paid up on that share after payment of the capital paid up on each ordinary share in the share capital of the Company and the further payment of £10,000,000 on each such ordinary share;
 - (e) does not entitle its holder to any further participation in the capital, profits or assets of the Company.
- (ii) The Deferred Shares shall not be capable of transfer at any time other than with the prior written consent of the directors of the Company.
- (iii) The Company may at its option and is irrevocably authorised at any time after the creation of the Deferred Shares to:

- (a) appoint any person to act on behalf of any or all holder(s) of a Deferred Share(s), without obtaining the sanction of the holder(s), to transfer any or all of such shares held by such holder(s) for nil consideration to any person appointed by the directors of the Company;
- (b) without obtaining the sanction of the holder(s), but subject to the Act and Uncertified Securities Regulations:
 - (1) purchase any or all of the Deferred Shares then in issue and to appoint any person to act on behalf of all holders of Deferred Shares to transfer and to execute a contract of sale and a transfer of all the Deferred Shares to the Company for an aggregate consideration of one penny payable to one of the holders of Deferred Shares to be selected by lot (who shall not be required to account to the holders of the other Deferred Shares in respect of such consideration); and
 - (2) cancel any Deferred Share without making any payment to the holder.
- (iv) Any offer by the Company to purchase the Deferred Shares may be made by the Directors of the Company depositing at the registered office of the Company a notice addressed to such person as the Directors shall have nominated on behalf of the holders of the Deferred Shares.
- (v) The rights attaching to the Deferred Shares shall not be, or be deemed to be, varied, abrogated or altered by:
 - (a) the creation or issue of any shares ranking in priority to, or *pari passu* with, the Deferred Shares;
 - (b) the Company reducing its share capital or share premium account;
 - (c) the cancellation of any Deferred Share without any payment to the holder thereof; or
 - (d) the redemption or purchase of any share, whether a Deferred Share or otherwise,
 nor by the passing by the members of the Company or any class of members of any resolution, whether in connection with any of the foregoing or for any other purpose, and accordingly no consent thereto or sanction thereof by the holders of the Deferred Shares, or any of them, shall be required."

3. *[Intentionally left blank]*

4. Disapplication of pre-emption rights (Capital Raising)

That, subject to and conditional upon the Third Resolution being duly passed, the Directors of the Company be and are hereby empowered pursuant to section 571 of the Act (in addition to all subsisting authorities under section 570 and section 573 of the Act to the usual extent), to allot equity securities (as defined in section 560 of the Act) in connection with the Capital Raising wholly for cash pursuant to the authority conferred by the Third Resolution above at any time up to the Company's next annual general meeting, in each case as if section 561 of the Act did not apply to any such allotment in connection with the Capital Raising, provided that this power shall expire at the Company's next annual general meeting (unless previously revoked or varied by the Company in a general meeting), save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power hereby conferred had not expired.

5. *[Intentionally left blank]*

6. *[Intentionally left blank]*

7. *[Intentionally left blank]*

8. Disapplication of pre-emption rights (general authority)

- 8.1 That, subject to and conditional upon the Seventh Resolution being duly passed, the Board be given power to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under

the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

8.1.1 to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of resolution 11, by way of a rights issue only):

8.1.1.1 to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

8.1.1.2 to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

8.1.2 to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of £170,871.88,

such power to apply in each case until the end of next year's annual general meeting (or, if earlier, until the close of business on 31 October 2019) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

9. Disapplication of pre-emption rights (general authority)

9.1 That, subject to and conditional upon the Seventh Resolution being duly passed, the Board be given power in addition to any authority granted under resolution eight to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be:

9.1.1 limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £170,871.88; and

9.1.2 used only for the purposes of financing (or re-financing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of general meeting,

such power to apply in each case until the end of next year's annual general meeting (or, if earlier, until the close of business on 31 October 2019) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

10. Purchase of own shares

10.1 That, subject to and conditional upon the First to Fifth Resolution being duly passed, the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 1 penny each, such power to be limited:

10.1.1 to a maximum number of 34,174,377 ordinary shares; and

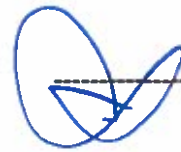
10.1.2 by the condition that the minimum price which may be paid for an Ordinary Share is one penny per share and the maximum price which may be paid for an Ordinary Share is the highest of:

10.1.2.1 an amount equal to 5 per cent. above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and

10.1.2.2 the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out,

in each case, exclusive of expenses;

such power to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on 31 October 2019) but in each case so that the Company may enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.



Director