

Company No 237511

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
ARCADIA GROUP LIMITED
(the "Company")

Passed on 22 January 2009

The following written resolution of the members of the Company was passed as a special resolution of the Company pursuant to Part 10 of the Companies Act 2006

THAT the regulations contained in the printed document attached to this resolution be adopted as the memorandum and articles of association of the Company in substitution for and to the exclusion of its existing memorandum and articles of association.

X AS A Cold
.....

Secretary



Company No 237511

Incorporated under
THE COMPANIES ACTS 1908, 1917, 1985, 1989 AND 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM
AND
ARTICLES OF ASSOCIATION¹
OF
ARCADIA GROUP LIMITED²
Incorporated on 27 February 1929

¹ Memorandum and Articles of Association as amended by written resolution dated ~~22~~ 22 January 2009

² By Special Resolution duly passed on 25 June, 1929 and duly confirmed on 11 July, 1929 and with the approval of the Board of Trade the name of the Company was changed from MONTAGUE BURTON, THE TAILOR OF TASTE to MONTAGUE BURTON LIMITED on 29 July, 1929 By Special Resolution duly passed on 31 October, 1969 the name of the Company was changed to THE BURTON GROUP LIMITED Pursuant to a resolution of the Board of Directors duly passed on 19 January, 1982 the Company was re-registered as a public company with the name THE BURTON GROUP PUBLIC LIMITED COMPANY Pursuant to a Special Resolution duly passed on 22 January, 1998 the name of the Company was changed to ARCADIA GROUP plc By Special Resolution duly passed on 10 December 2002, the name of the Company was changed to ARCADIA GROUP LIMITED

Incorporated under
THE COMPANIES ACTS 1908, 1917, 1985, 1989 AND 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ARCADIA GROUP LIMITED

- 1 The name of the Company is ARCADIA GROUP LIMITED
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are:
 - (1) to carry on business as a general commercial company;
 - (2) to carry on any trade or business whatsoever;
 - (3) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it which the Company is authorised to carry on;
 - (4) to do all such things as the directors consider to be desirable or for the benefit of the Company,
 - (5) to borrow or raise money by any method and to obtain any form of credit or finance;
 - (6) to secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any charge over the whole or any part of the undertaking or assets of the Company;
 - (7) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge of any liabilities or the observance or performance of any kind of obligations of any person and to secure any such guarantee, indemnity or arrangement or the discharge of any liabilities or the observance or performance of any such obligations by any charge over the whole or any part of the undertaking or assets of the Company;
 - (8) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company,
 - (9) to dispose of all or any part of the undertaking, assets and liabilities of the Company,
 - (10) to provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individual who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the present or former

spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such a kind as the directors may approve, and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve;

(11) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects,

(12) to act as trustee, personal representative, director or agent of any kind and for any purpose;

(13) to exercise any power of the Company for any consideration of any kind for no consideration,

and it is declared that:

(a) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generic* rule or any other restrictive principle of interpretation;

(b) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;

(c) subclauses (2) to (13) are without prejudice to the generality of the objects and powers conferred by subclause (1) and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause,

(d) in this clause

- (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate and, in the case of the Company, its uncalled capital;
- (ii) "charge" includes any mortgage, pledge, lien or other form of security,
- (iii) "dispose of", in relation to an asset, includes selling or transferring it or surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
- (iv) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent, and
- (v) "person" includes any partnership or other body of persons, whether corporate or unincorporated, and any other country, territory, public authority and international organisation.

4. The liability of members is limited.

5 The Company's share capital is £250,000,000 divided into 800,000,000 deferred shares of 40p each and 250,000,000 ordinary shares of 80p each

We the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum, and we agree to take the number of shares shown opposite our respective names.

Signature, names and addresses of subscribers	Number of shares taken by each subscriber
THOS WOOD Nordene, Moor Grange Rise, Swpen Lane, Headingley, Leeds Solicitor's Manager	One Preference Share
PERCY ROSOMUND CLIFFORD 36 Roberts Avenue, Harehills Leeds Solicitor's Clerk	One Preference Share
ERNEST BLAND 9 Conway Street Harehills Leeds Cashier	One Preference Share
W Hildreth 10 Markham Avenue Leeds Solicitor's Clerk	One Preference Share
John C Walsh 41 Thornville Road Leeds Solicitor's Clerk	One Preference Share
GEO CROW 56 Bayswater Terrace Leeds Solicitor's Clerk	One Preference Share
DATED 21 February 1929 WITNESS to the above signatures T B SIMPSON 41 Park Square Leeds Solicitor	

THE COMPANIES ACT 1985, 1989 AND 2006
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION³
OF
ARCADIA GROUP LIMITED

PRELIMINARY

1 Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, Table A means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985. None of the regulations referred to in section 31 (8)(b) of the Companies Consolidation (Consequential Provisions) Act 1985 shall apply to the Company.

2. (1) In these articles, unless the contrary intention appears:

(a) the "Statutes" means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act; and

(b) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.

(2) Headings to these articles are inserted for convenience only and shall not affect construction.

SHARE CAPITAL

3. (1) The directors are generally and unconditionally authorised, in accordance with section 80 of the Act, to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £99.

(2) The authority contained in paragraph (1) shall expire on the day five years after the date of the adoption of these articles but the Company may, before the authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires.

(3) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded.

GENERAL MEETINGS

4 (1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:

(a) to hear each of the other participating members addressing the meeting; and

³ Adopted by special resolution passed on 9th December 2002 and amended by special resolution passed on 26th September 2003. Further amended and adopted by written resolution dated January 2009.

(b) if he so wishes, to address all of the other participating members simultaneously, whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods

(2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.

(3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates

(4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains Regulation 46 of Table A shall be amended accordingly.

(5) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives

SHAREHOLDERS' RESOLUTIONS

5. A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act. Regulation 53 of Table A shall not apply

VOTES OF MEMBERS

6 (1) A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in regulation 50 of Table A Regulation 54 of Table A shall be amended accordingly.

(2) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 of Table A and the last provision of regulation 62 shall be amended accordingly

DIRECTORS

7 (1) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any officer or other duly

appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office or produced at any meeting of the directors.

(2) In addition to the circumstances set out in regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with this article.

(3) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.

(4) The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

(5) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.

(6) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

8 (1) In addition to the persons mentioned in regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.

(2) An alternate director shall be entitled to receive notice of all meetings of directors, to attend and to vote at any such meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director. Regulation 66 of Table A shall not apply.

(3) Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulations 88 and 89 of Table A shall not apply.

(4) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.

(5) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply.

POWERS OF DIRECTORS

9. (1) The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.

(2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

10 Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.

11 Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulation 88 of Table A shall be amended accordingly.

12. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram or telex".

13. (1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able

(a) to hear each of the other participating directors addressing the meeting, and

(b) if he so wishes, to address all of the other participating directors simultaneously, whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.

(2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of article 10

(3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

CONFLICTS OF INTEREST

14 Subject to the provisions of the Act, the directors may appoint one or more of their body to the office of managing director or to any other executive office under the Company, and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall determine if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Company.

15 Subject to the Act, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the

Company or with any other company in which the Company may be interested A Director may keep all profits he may receive as a result of that interest.

16 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and

(c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

17. For the purposes of article 15.

(a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and

(b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

(c) an interest of a person who is for any purpose of the Act connected with a Director is to be treated as an interest of the Director and in relation to an alternate Director an interest of his appointor is to be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

18 A Director may hold and be paid for any office or position in the Company or any of its subsidiaries He cannot however be the auditor of the Company or any of its subsidiaries.

19 A Director can act in a professional capacity for the Company or any of its subsidiaries either alone or through his firm. He and his firm can be paid for professional services as though he were not a Director

20 Even if a Director is interested in the terms of Article 15 he may vote on that matter and be included in the quorum at the meeting at which that is considered

21. The Directors may authorise any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company under section 175 of the Companies Act 2006. For the purpose of this Article 21, a conflict of interest includes a conflict of interest and duty and a conflict of duties.

22 Any authorisation under Article 21 is effective only if.

(a) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the Director in question or any other interested Director; and

(b) the matter was agreed to without the Director voting or would have been agreed to if the votes of such Director had not been counted.

23 The Directors may (whether at the time of the authorisation or subsequently) make any such authorisation upon such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation at any time

24 Any authorisation given by the Directors under this Article may provide that, where the interested director obtains (other than through his position as a Director of the Company) information that is confidential to a third party, he will not be obliged to disclose it to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence

25. If at any time there shall be one Director of the Company such director may act alone in exercising all the powers, discretions and authorities vested in the Directors, provided that such a Director may only vote on any matter in which he is interested if (i) such matter has been the subject to a prior resolution of the members; and (ii) the manner in which such Director votes reflects and is consistent with such resolution as passed by the members

26. In the event that a Director commits any act or omission which could be deemed to be a breach of directors' duties (including, for the avoidance of doubt, a breach of the duty to avoid conflicts of interest), such act or omission shall (in the absence of fraud) be deemed to be ratified by the shareholders provided that, in taking such act or making such omission, the Director has acted in accordance with the instructions given to him by the Company's holding company (being an instruction from a director of the holding company, or by such person as has been notified in writing to the Company as is entitled to give such authorisation on behalf of the holding Company) and that this has been noted in the minutes of a meeting of the board of directors of the Company

27. Subject to the provisions of the Act, the memorandum and articles of the Company and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

28 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

SEAL

29 (1) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors.

(2) The directors shall provide for the safe custody of every seal which the Company may have.

(3) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter,

facsimile, telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee

(4) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.

(5) Unless otherwise decided by the directors:

(a) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed, and

(b) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors

(6) Certificates for shares, debentures or other securities of the Company need not be sealed with the seal but may be signed on behalf of the Company by at least one director and the secretary or by at least two directors or by such other person or persons as may be authorised by the directors for that purpose. Regulation 6 of Table A shall be amended accordingly. Regulation 101 of Table A shall not apply

UNCLAIMED DIVIDENDS ETC

30 All unclaimed dividends, interest or other amounts payable by the Company in respect of a share may be invested or otherwise made use of by the board for the benefit of the Company until claimed. Dividends unclaimed for a period of 12 years from the date they became due for payment are forfeited and cease to remain owing by the Company. The payment of an unclaimed dividend, interest or other amount payable by the Company in respect of a share into a separate account does not constitute the Company a trustee in respect of it. Regulation 108 of Table A shall not apply.

NOTICES

31. (1) The Company may give any notice to a member either personally or by sending it by prepaid airmail or first class post or telex or facsimile transmission to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders

(2) Regulation 112 of Table A shall not apply and regulation 116 shall apply as if the words 'within the United Kingdom' did not appear

32 (1) Proof that

(a) an envelope containing a notice was properly addressed, prepaid and posted (by [airmail or] first class post, where available); or

(a) a telex or facsimile transmission setting out the terms of a notice was properly addressed and despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was posted or, in the case of telex or facsimile transmission, when despatched.

(2) Regulation 115 of Table A shall not apply

INDEMNITY

33 (1) Subject to the provisions of and to the extent permitted by the Statutes, every director or other officer (excluding an auditor) of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but:

(a) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and

(b) the indemnity is subject to such officer taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced

(2) Regulation 118 of Table A shall not apply