

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION IN WRITING

of

ARCADIA GROUP LIMITED
("the Company")

Taveta Investments Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, **RESOLVES**, in accordance with section 381A of the Companies Act 1985, to pass the following as a special resolution in writing:

THAT the articles of association of the Company be and are hereby altered as set out in paragraphs 1 and 2 below.

1. The following additional article is inserted as a new article 15:

"Unclaimed dividends etc.

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."

2. The existing articles 15, 16 and 17 are renumbered as articles 16, 17 and 18 respectively.

SIGNED for and on behalf of Taveta Investments Limited by:



Ian Allkins, Director

Date: 26 September. 2003

