

Company No. 421258

The Companies Acts 1948 to 1989

Company Limited by Shares

ELECTIVE RESOLUTION

- of -

LITTLEWOODS HOME SHOPPING GROUP LIMITED

Passed on the 30th day of November 1998

At the Annual General Meeting of the above-named Company, duly convened and held at The Sir John Moores Building, 100 Old Hall Street, Liverpool L70 1AB, on the 30th day of November 1998 the following RESOLUTION was passed as an ELECTIVE RESOLUTION:-

RESOLUTION

THAT:-

1. Pursuant to s.252 of the Companies Act 1985 the Company shall dispense with the laying of accounts and reports before the Company in General Meeting.
2. Pursuant to s.366A of the Companies Act 1985 the Company shall dispense with holding Annual General Meetings.
3. Pursuant to s.386 of the Companies Act 1985 the Company shall dispense with the obligation to appoint auditors annually.

I certify that the above is a true extract from the Minutes of the Annual General Meeting of the Company, held on 30th November 1998.

Signed *David Duggan*
for Littlewoods Secretarial
Services Limited.

