

Company Number: 00841365

THE COMPANIES ACT 2006

PRIVATE COMPANY

LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

BEACONSFIELD FOOTWEAR LIMITED

(the "Company")

CIRCULATION DATE. 7 December 2007

Having supplied the sole member with a copy of the original of the statutory declarations made pursuant to section 155 of the Companies Act 1985 and the auditors reports annexed thereto and pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions (the "Resolutions") are passed as special resolutions

RESOLUTIONS

- 1 That the following two new objects clauses be inserted into the Memorandum of Association of the Company as Clause 3 (v) and Clause 3(w) respectively and that the remaining Clauses be re classified accordingly

"(v) Subject to and in accordance with due compliance with the provisions of sections 155-158 of Companies Act 1985 ("CA 1985") (if and so far as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of CA 1985) for any such purposes as is specified in sections 151(1) or 151(2) of CA 1985, including the giving by the Company of a guarantee for the performance of any obligation of any other company or person and the creation of any security in respect of the same "

"(w) Either with or without the Company receiving any consideration direct or indirect from giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligation whatsoever of any person firm or company, and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by section 736 of CA 1985 or of the company which is for the time being the Company's holding company as defined by such section, or another subsidiary, as defined by such section, of the

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Company's holding company or otherwise associated with the Company in business "

- 2 That the following Article be inserted as a Special Article at Article 41 of the Articles of Association of the Company

"Special Article

- 41 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these articles)

- 41 1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

41 1 1 is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or

41 1 2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

41 1 3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

- 41 2 and the directors shall forthwith register any such transfer or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise

- 41 3 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Special Article 41 1 1 above)

- 41 4 Any variation of this Special Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company"

- 3 That the giving of financial assistance by the Company for the purpose of acquiring shares in the Company's holding company, Hotter Limited, as set out in the attached statutory

declaration and the execution, delivery and performance by the Company of the documents referred to in the directors' statutory declaration and statutory auditors report (both attached) be and are hereby approved

- 4 That the giving of financial assistance by the Company for the purpose of reducing or discharging a liability incurred in the purchase of shares in the Company as set out in the attached statutory declaration, and the execution, delivery and performance by the Company of the documents referred to in the directors' statutory declaration and statutory auditors report (both attached) be and are hereby approved

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Resolutions

I the undersigned (being the only person who was entitled to vote on the Resolutions on the Circulation Date) hereby irrevocably agree to the Resolutions

Signed on behalf of Hotter Limited

Dated

A handwritten signature in black ink, consisting of a stylized 'A' followed by a horizontal line and a large loop.

NOTES

- 1 You can choose to agree to all the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree with all the Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before 5 00pm on 10 December 2007 (the "Lapse Date") using one of the following methods
 - 1.1 **By Hand** delivering the signed copy to Stewart Houlgrave at 2 Peel Road, West Pimbo, Skelmersdale, Lancashire, WN8 9PT
 - 1.2 **Post** returning the signed copy by post to Stewart Houlgrave at 2 Peel Road, West Pimbo, Skelmersdale, Lancashire, WN8 9PT
- 2 If you do not agree with all the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions are passed when the required majority of eligible members have signified their agreement to them, however, none of the Resolutions are passed unless all of them are passed.
- 5 If the Resolutions are not passed by the Lapse Date they will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Resolutions will be ineffective.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 7 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.

Company Number: 00641365

THE COMPANIES ACT 2006
PRIVATE COMPANY
LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
BEACONSFIELD FOOTWEAR LIMITED
(the "Company")

On 7 December 2007 and having supplied the sole member with a copy of the original of the statutory declarations made pursuant to section 155 of the Companies Act 1985 and the auditors reports annexed thereto and the following resolutions were duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006

RESOLUTIONS

- 1 That the following two new objects clauses be inserted into the Memorandum of Association of the Company as Clause 3 (v) and Clause 3(w) respectively and that the remaining Clauses be re classified accordingly

"(v) Subject to and in accordance with due compliance with the provisions of sections 155-158 of Companies Act 1985 ("CA 1985") (if and so far as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of CA 1985) for any such purposes as is specified in sections 151(1) or 151(2) of CA 1985, including the giving by the Company of a guarantee for the performance of any obligation of any other company or person and the creation of any security in respect of the same "

"(w) Either with or without the Company receiving any consideration direct or indirect from giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligation whatsoever of any person firm or company, and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by section 736 of CA 1985 or of the company which is for the time being the Company's holding company as defined by such section, or another subsidiary, as defined by such section, of the

Company's holding company or otherwise associated with the Company in business "

- 2 That the following Article be inserted as a Special Article at Article 41 of the Articles of Association of the Company

"Special Article

- 41 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these articles)

- 41 1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

41 1 1 is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or

41 1 2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

41 1 3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

- 41 2 and the directors shall forthwith register any such transfer or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise

- 41 3 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Special Article 41 1 1 above)

- 41 4 Any variation of this Special Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company"

- 3 That the giving of financial assistance by the Company's to Cobco 860 Limited for the purpose of acquiring shares in the Company's holding company, Hotter Limited, as set out in

the attached statutory declaration and the execution, delivery and performance by the Company of the documents referred to in the directors' statutory declaration be and are hereby approved

- 4 That the giving of financial assistance by the Company for the purpose of reducing or discharging a liability incurred in the purchase of shares in the Company as set out in the attached statutory declaration, and the execution, delivery and performance by the Company of the documents referred to in the directors' statutory declaration and statutory auditors report (both attached) be and are hereby approved


Director

