

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

of

DISTINCTIVE CLOTHING CO. LIMITED

On 30 July 2001 the following resolutions were duly passed as written resolutions of the Company in accordance with section 381A Companies Act 1985 by all members of the Company who, at that date, were entitled to attend, and vote, at general meetings of the Company:-

SPECIAL RESOLUTIONS

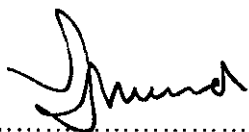
1. **THAT**, subject to compliance with sections 151-158 of the Act, the terms of, the arrangements contemplated by, and the execution, delivery and performance by the Company of:-
  - 1.1 a guarantee (the "**Second Guarantee**") to be entered into by Cosalt plc ("**Cosalt**"), its material subsidiaries, Seet Limited, and its material subsidiaries, namely Marmair Holdings Limited, the Company, Banner Group Limited, Banner Limited and Ballyclare Special Products Limited (the "**Seet Material Subsidiaries**") in favour of National Westminster Bank plc; and
  - 1.2 an intragroup loan agreement between Cosalt, Seet Limited and the Seet Material Subsidiaries (the "**Support Agreement**").

(The Second Guarantee and the Support Agreement together being referred to as the "**Financial Assistance Documents**")

be and they are hereby approved.

2. **THAT** the execution, delivery and performance by the Company of, and the subsequent exercise of rights under, the Financial Assistance Documents, is in the best interests of the Company.
3. **THAT** the giving of financial assistance by the Company by the execution of, and the subsequent exercise of rights under, the Financial Assistance Documents be and is hereby approved.
4. **THAT** approval for the Company to enter into the Financial Assistance Documents be and is hereby given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Act.

Signed

A handwritten signature in black ink, appearing to be 'J. Munn', written over a dotted line.

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Director/Secretary

For and on behalf of Distinctive Clothing Co. Limited