

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

-of-

KURT GEIGER LIMITED
(the "Company")

(Effective 4 July 2005)

The following resolution was duly agreed to by all the members of the Company who would have been entitled to vote upon the resolution if it had been proposed at a general meeting of the Company at which it was present, in accordance with section 381A of the Companies Act 1985 (as amended) (the "Act") as a written resolution with effect from 4 July 2005

SPECIAL RESOLUTION

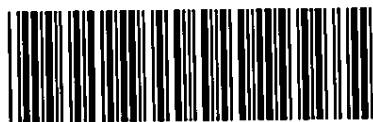
1. Alteration of Memorandum of Association

1 1 THAT, pursuant to section 4 of the Act, the memorandum of association of the Company be amended by inserting the following new sub-clauses 3(s) and (t)

"3(s) To the extent that the same is permitted by law, to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Companies Act 1985) for the purpose of or in connection with the purchase of or subscription of shares in the Company or any company being in the same Group (as defined by Section 53 of the Companies Act 1989 (as amended or re-enacted from time to time)) as the Company and to give any such assistance by any means howsoever permitted by law ",

"3(t) Without prejudice to the generality of the above, to carry on business as a general commercial company "

and by altering the lettering of the following existing sub-clauses accordingly



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COMPANIES HOUSE

1 2 THAT, the memorandum of association of the Company be amended by the deletion of sub-clause 3(k) and the insertion of the following as a new sub-clause 3(k) -

"3(k) To borrow or raise money in any manner, or secure repayment of any money borrowed or raised, in such manner as the directors shall approve and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged on all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities "

2. Alteration of articles of association

THAT the articles of association of the Company be amended by deleting article 7 and inserting the following as new article 7 -

7 The Directors may decline to register any transfer of shares or suspend registration thereof, save where such transfer -

7 1 is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"), or

7 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

7 3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of 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

No. 968046

KURT GEIGER LIMITED

(the "Company")

Record of written resolution agreed to in accordance with section 381A of the Companies Act 1985 (as amended) which has effect as if agreed by the Company in general meeting

It is recorded that

1. The written resolution (the "**resolution**"), a copy of which is attached, was signed by or on behalf of all the members of the Company who, at the date of the resolution, were entitled to attend and vote at a general meeting of the Company
2. The resolution was signed by or on behalf of all the members on 4 July 2005
3. A copy of the resolution was sent to the Company's auditors on 4 July 2005 being a time before or at which the resolution was presented to the Company's members for signature



Director/Secretary