



## COMPANIES ACTS 1985 AND 19899

Written Resolutions of

## MONSOON HOLDINGS LIMITED

Company Number 1200163

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(passed pursuant to regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) which is incorporated in to the Company's articles of association by virtue of article 2)

We, the undersigned, being the only members of the Comp my for the time being entitled to attend and vote at General Meetings, hereby pass the following Resolutions and agree that for all purposes they will be as valid and effective as if passed at a General Meeting of the Company duly convened and held in the case of Resolution 1 as an ordinary resolution and in the case of Resolution 2 as a special resolution.

- THAT in accordance with section 322(2)(c) of the Companies Act 1985 ("CA85") and for all other purposes, the agreement dated 27 May 1997 (a copy of which is attached) between the Company's wholly owned subsidiary, Monsoon Coordination Services Limited ("MCS") and Sycamore Holdings Limited pursuant to which MCS acquired the entire issued share capital of Brands Exploitation Limited is hereby affirmed and the acts of all directors who authorised MCS's execution of the said agreement or are connected with Sycamore Hollings Limited are hereby ratified and all rights of the Company arising by virtue of Section 322(3) CA85 or otherwise are hereby waived.
- IHAT the terms of an agreement to be entered into between the Company, Mr Andrew May, Mr John Spooner, Mrs J Spooner, Ms N Pyke, Mr N Schwefel, Ms K Street, Ms S Skelton, Ms L Townsend and Ms C Robh (the "Sellers"), for the purchase by the Company out of distributable reserves from the Sellers of an aggregate of 916 ordinary shares of 10p each at a price calculated in accordance with the agreement (a copy of which is attached) but not exceeding £4,250 per ordinary share be approved, the Directors be authorised pursuant to section 164 of the CA85 to enter into such an agreement and that the purchase by the Company from the Sellers as Directors of the Company be approved in accordance with section 320 of the Act.

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Andrew May	Susan May	John Spooner
Jude Spoones	Credit Suisse Trust Limited as Trusta of the Beauchamp Trust	Noosnom Limited
Peter Simon	Katherine Simon	Sarah Skelton
Lindsay Edwards	Nicola Pyke	Kate Street
Carole Robb	Lynn Townson	Nicholas Schwefel
Suzanne Wright	Stoneycroft Limited	

Dated: 13/1/1998

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Andrew May	Susan May	John Spooner
Jude Sporner  Peter Simon	Credit Suisse Trust Limited  Katherine Simon	Neosnom Limited (Birackor) Sarak Skelton
Lindsay Edwards	Nicola Pyke	Kate Street
Carole Robb	Lynn Townson	Nicholas Schwefel
Suzanne Wright	Stoneycroft Limited	• •

Dated: 13/1/1998

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Jude Spooner ( Po # )	Credit Suisse Trust Limited	Noosnom Limited
Peter Simon	Katherine Simon	Assarah Skelton (as attanen)
Lindsay Edwards	Nicola Pyke	Kate Street
Carole Robb	Lynn Townson	Nicholas Schwefel
Suzanne Wright (as extoney)	Stoneycroft Limited	٠.,

Dated: Blanay 1998

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\* Andrew May Susan May John Spooner \* ........... Jude Spooner Credit Suisse Trust Limited Noosnom Limited \* \* Peter Simon Katherine Simon Sarah Skelton \* Lindsay Edwards Kate Street Carole Robb Nicholas Schwefel Lynn Townson Suzanne Wright Stoneycroft Limited

Dated: 13 January 1998

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Andrew May	Susan May	John Spooner
Jude Spooner	Credit Suisse Trust Limited	Noosnom Limited
Peter Simon	Katherine Simon	Sarah Skelton
Lindsay Edwards	Nicola Pyke	Kate Street
Carole Robb	Lynn Townson	Nicholas Schwefel
Suzanne Vright	Stoneycroft Limited	

Dated: 13 January 1968

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Lindsay Edwards	Nicola Pyke	Water Strong SANLAH SICE CTON
Carole Robb	Lynn Townson	Nieholac Sahwafal LATE STRECT
Suzanne Wright	Stoneycroft Limited	·.

Dated: 13 January 1998

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Adelaide Bridge,

London ECAR 9HA

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