

Company number: 1375668

THE COMPANIES ACT 2006

**SPECIAL RESOLUTIONS
OF
ERNEST JONES (JEWELLERS) PLC (the "Company")**

Passed on 21 June 2010

THURSDAY



A31 *A5XCGL17* 08/07/2010 86
COMPANIES HOUSE

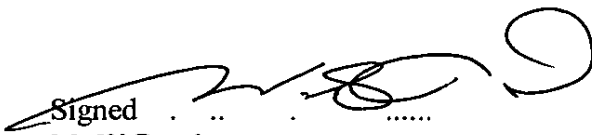
The following resolutions were duly passed by the Company's sole shareholder as a special resolution at the Annual General Meeting of the Company on 21 June 2010

SPECIAL RESOLUTION

- 1 That (i) the existing articles of association of the Company be amended by deleting all the provisions formerly in the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are treated, with effect from 1 October 2009, as provisions of the existing articles of association of the Company, and (ii) the articles of association circulated herewith be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company
- 2 That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £1,000,000, being 10% of the issued share capital of the Company, provided that this authority shall expire on 20 June 2015, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares or grant Rights pursuant to any such offer or agreement as if this authority had not expired, and all unexercised authorities previously granted to the directors to allot shares or grant Rights be and are hereby revoked.
- 3 That the directors be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 2 above as if section 561(1) of that Act did not apply to any such allotment provided that this power shall expire upon the expiry of the general authority conferred by Resolution 2 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the

directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired

- 4 That the directors of the Company may authorise, in accordance with section 175(5)(a) of the Companies Act 2006, any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company.


Signed
Mr W Boyd
Chairman