

pany Number: 3858895

THE COMPANIES ACT 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
BHS GROUP LIMITED

Passed 8 May 2001

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by our duly authorised representative) and pursuant to the articles of association hereby resolve that the following resolutions be passed as Resolutions in Writing (such resolutions to have effect as Elective Resolutions) and agree that the same shall have the same effect as if passed by us at a general meeting of the Company duly convened and held:-

Elective Resolutions:

- a) "THAT in accordance with the provisions of S252 of the Companies Act 1985 the Company hereby dispenses with the laying of accounts and reports before the company in General Meeting in respect of the year ending 31 October 2000 and subsequent financial years"
- b) "THAT in accordance with the provisions of S366A of the Companies Act 1985 the Company hereby dispenses with the holding of the Annual General Meeting for 2001 and subsequent years"
- c) "THAT in accordance with the provisions of S386 of the Companies Act 1985 the Company hereby dispenses with the obligation to appoint auditors annually and that during the term that such dispensation is in force the Directors be and are hereby authorised to fix the auditors remuneration".

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Duly authorised for and on behalf of
Global Textiles Investments Limited

