

Company No.

3960588

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

THE 4LESS GROUP PLC

Passed on 21 December 2005

At an Extraordinary General Meeting of the above-named Company convened and held on Wednesday, 21 December 2005, the following Resolutions were duly passed:-

Ordinary Resolution

"THAT the directors be generally and unconditionally authorised in accordance with Section 80 of the Act to allot shares up to a maximum nominal amount of £60,238.17 this authority to expire at the conclusion of the Company's annual general meeting in calendar year 2006 (unless previously revoked, varied or extended by the company in general meeting but so that such authority allows the company to make Offers or agreements before the expiry thereof which would or might require relevant securities to be allotted after the expiry of such authority)."

Special Resolution

"That the Directors be and they are hereby empowered pursuant to Section 95(1) of the Act to allot or make offers or agreements to allot equity securities (as defined in Section 94(2) of the Act) for cash pursuant to the authority referred to in resolution 8 as if Section 89(1) of the Act did not apply to any such allotments and so that:

- (a) reference to allotment in this Resolution shall be construed in accordance with Section 94 of the said Act; and
- (b) the power conferred by this Resolution shall enable the company to make any offer or agreement before the expiry of the said power which would or might require equity securities to be allotted after the expiry of the said power and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding the expiry of such power.

and this power, unless previously varied, revoked or renewed, shall come to an end at the conclusion of the Annual General Meeting of the Company for the calendar year 2006."



G K Urquhart
Company Secretary



A53
COMPANIES HOUSE

654
04/02/2006