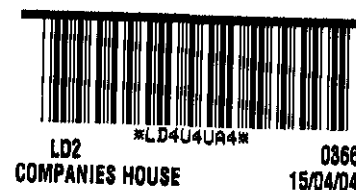


THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
of

THE 4LESS GROUP PLC

(Passed on 14 April 2004)



At an Extraordinary General Meeting of the above-named Company, duly convened and held at Summit House, 12 Red Lion Square, London WC1R 4QD on 14 April 2004, the following Resolutions were duly passed as an Ordinary Resolution and a Special Resolution:-

Ordinary Resolution

- (1) THAT the Directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £48,571.50; provided that this authority is for a period expiring 5 years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuant of such offer or agreement notwithstanding that the authority conferred by this resolution has expired period. This authority is in addition to the authority granted on 27 February 2004.

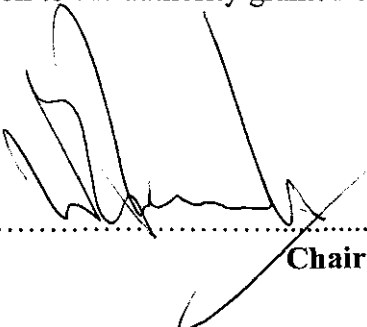
Special Resolution

- (2) THAT, subject to the passing of the previous resolution, the Directors be and they are empowered until the earlier of 19 June 2005 or the next

annual general meeting of the Company pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) wholly for cash pursuant to the authority conferred by the previous resolution as if section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practical) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- (b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £28,333.33 in connection with a placing of shares; and
- (c) otherwise than pursuant to sub-paragraphs (a) and (b) above, up to an aggregate nominal amount of £7,976.18 for any other purpose;

save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuant of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This authority is in addition to the authority granted on 27 February 2004.



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Chairman