

Company number 3998077

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BEN SHERMAN LIMITED (**Company**)

18 JUNE 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**)

**SPECIAL RESOLUTION**

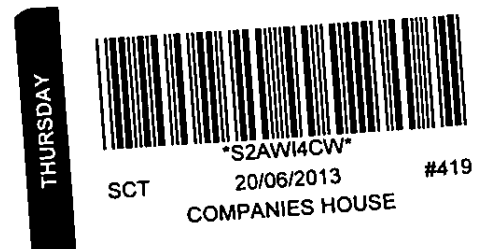
**It is resolved** to authorise any director of Ben Sherman Group Limited (**Subsidiary**) to hold multiple directorships within the Oxford Industries, Inc group of companies and **it is further resolved** that the directors may authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an **"Interested Director"**) breaching his duty under s175 of the Companies Act 2006 to avoid conflicts of interest (a **"Conflict"**) Any authorisation of a Conflict may extend to (whether at the time of giving the authorisation or subsequently)

- (a) any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised,
- (b) the sharing and use of any confidential information that may occur by virtue of such directorships, and
- (c) any profits accrued in connection with and as a result of such directorships

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on 10 June 2013, hereby irrevocably agrees to the Resolution



Signed for and on behalf of  
BEN SHERMAN LIMITED

A handwritten signature in black ink, appearing to read 'K. A. Hunter'.

Date

18 06.13