

Company Number: 4017779

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

HARRODS PROPERTY HOLDINGS LIMITED

Passed 12.12. 2006

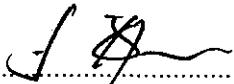
We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (being a corporation by our duly authorised representative) hereby resolve, pursuant to regulation 53 of Table A in the Companies (Tables A to F) Regulations 1985 (as amended) which forms part of the articles of association of the Company, that the following resolutions be passed and agree that resolution 1 shall have effect as if passed as an ordinary resolution and in the case of resolutions 2 and 3 as special resolutions at a general meeting of the Company duly convened and held:

ORDINARY RESOLUTION

- 1 **THAT** the application of the Company to be re-registered as an unlimited company be and hereby is approved.

SPECIAL RESOLUTIONS

- 2 **THAT**, following the re-registration pursuant to resolution 1 above, the following consequential amendments shall be made to the memorandum of association of the Company:
- 2.1 the words "Private Company Limited by Shares" be and hereby are deleted and replaced by the words "An Unlimited Company having a Share Capital" in the fourth line of the title of the memorandum of association of the Company (on both the cover page and page 1);
 - 2.2 the word "Limited" be and hereby is deleted from the seventh line of the title of the memorandum of association of the Company (on both the cover page and page 1);
 - 2.3 the word "Limited" be and hereby is deleted from clause 1 of the memorandum of association of the Company;
 - 2.4 clause 4 of the memorandum of association of the Company be and hereby is deleted; and
 - 2.5 clause 5 of the memorandum of association of the Company be and hereby is deleted.
- 3 **THAT**, following the re-registration pursuant to resolution 1 above, the regulations contained in the document initialled by or on behalf of the sole member of the Company for the purposes of identification be and hereby are adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.


for and on behalf of
HARRODS LIMITED

