

COMPANY NO. 05448421



DEBENHAMS RETAIL HOLDINGS LIMITED
(the *Company*)

WRITTEN MEMBERS' RESOLUTION

In accordance with section 381A of the Companies Act 1985, **WE**, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **AGREE** that the following resolution shall have effect as if passed by the Company in general meeting and accordingly **WE RESOLVE**:

1. **THAT** the Company be re-registered as a public limited company under section 43(1) of the Companies Act 1985 (the *Act*) and that on such re-registration its memorandum of association be amended as follows:

- (a) by deleting from the heading the words "Private Company Limited by shares" and replacing them with "Public Company Limited by shares";
- (b) in clause 1 by deleting the word "Debenhams Retail Holdings Limited" and by replacing it with the words "Debenhams plc";
- (c) by inserting after clause 1 a new clause 2 as follows:

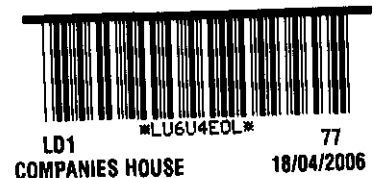
"2. The company is to be a public company"; and

- (d) by renumbering the existing clauses 2, 3, 4, 5 and 6 as 3, 4, 5, 6 and 7 respectively.

2. **THAT** the articles of association of the Company be amended as follows:

- (a) by deleting from the heading the words "Private Company Limited by shares" and replacing them with "Public Company Limited by shares";
- (b) by deleting from the heading the words "Debenhams Retail Holdings Limited" and replacing it with the words "Debenhams plc";
- (c) by deleting the definition of *Company* in Article 2 and by replacing it with the words "*Company* means Debenhams plc"; and
- (d) by deleting Article 11 (Section 89 exclusion) and by renumbering existing Articles 12 to 180 (inclusive) accordingly, and by making all relevant consequential changes.

LB1172505/13 (025950-0015)



3. THAT on re-registration of the Company as a public limited company pursuant to resolution 1 above, the name of the Company be "Debenhams plc".

Dated: 13 April 2006

.....
For and on behalf of
Capital Investors 2002 Limited

J. A. Richardson 13/4/06
.....
For and on behalf of
CVC European Equity III Limited
As General Partner of
CVC European Equity III General Partner LP
As General Partner of
CVC European Equity Partners III Parallel
Fund A LP

.....
For and on behalf of
Citicorp Capital Investors Europe Limited

J. A. Richardson
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For and on behalf of
CVC European Equity III Limited
As General Partner of
CVC European Equity III General Partner LP
As General Partner of
CVC European Equity Partners III Parallel
Fund B LP

.....
For and on behalf of
Citi Europe Co-Invest, LP

J. A. Richardson
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For and on behalf of
CVC European Equity III Limited
As General Partner of
CVC European Equity III General Partner LP
As General Partner of
CVC European Equity Partners III LP

J. A. Richardson
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For and on behalf of
CVC Europe Enterprise GP Limited
As General Partner of
CVC Europe Enterprise (Cayman) LP

J. A. Richardson
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For and on behalf of
CVC Europe Enterprise GP Limited
As General Partner of
CVC Europe Enterprise (Domestic) LP

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For and on behalf of
Citi Europe Co-Invest, LP

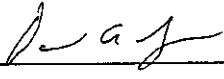
.....
For and on behalf of
ML Global Private Equity Fund, LP

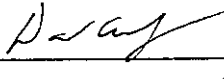
By: MLGPE Ltd, its general partner

By: _____

.....
For and on behalf of
TPG Delta Holdco II LLC
By: TPG Partners IV, L.P.
By: TPG GenPar IV, L.P.
By: TPG Advisors IV, Inc.

.....
For and on behalf of
TPG Delta Holdco LLC
By: TPG Partners III, L.P.
By: TPG GenPar III, L.P.
By: TPG Advisors III, Inc.

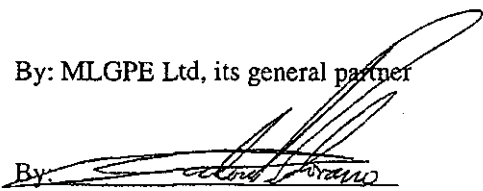
By: 
DAVID A. SPURZA, V.P.

By: 
DAVID A. SPURZA, V.P.

.....
For and on behalf of
Citi Europe Co-Invest, LP

.....
For and on behalf of
ML Global Private Equity Fund, LP

By: MLGPE Ltd, its general partner

By: 
GUIDO TADOVANO

.....
For and on behalf of
TPG Delta Holdco II LLC
By: TPG Partners IV, L.P.
By: TPG GenPar IV, L.P.
By: TPG Advisors IV, Inc.

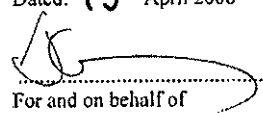
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For and on behalf of
TPG Delta Holdco LLC
By: TPG Partners III, L.P.
By: TPG GenPar III, L.P.
By: TPG Advisors III, Inc.

By: _____

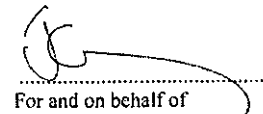
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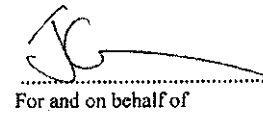
Dated: 13 April 2006


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CVC European Equity Partners III Parallel
Fund A LP


For and on behalf of
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CVC European Equity III General Partner LP
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Fund B LP


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