

Company number 5570073

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION  
OF  
SHOE ZONE GROUP LIMITED  
(the "Company")**

Circulated on 3 April 2008 (the "**Circulation Date**")

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 (the "**Resolution**")

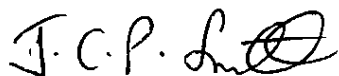
**SPECIAL RESOLUTION**

**IT IS RESOLVED** that the terms of an agreement between the Company and Anthony Edward Pennington Smith for the purchase by the Company of 138,945 "A" ordinary shares of £0.01 each in the capital of the Company for a consideration of £4,771,259.82 be and is hereby approved and that the Company be authorised to enter into such an agreement

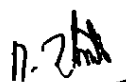
**AGREEMENT**

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

The undersigned, members entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution



John Charles Pennington Smith  
Dated: 3 April 2008



Michael John Smith  
Dated: 3 April 2008

WEDNESDAY



A32

\*ARH4ZZ40\*

23/04/2008

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COMPANIES HOUSE