

Company No: 53237

The Companies Act 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

passed as

WRITTEN RESOLUTIONS

of

MAPPIN & WEBB LIMITED



(Passed pursuant to section 381A of and Schedule 15A to the Companies Act 1985)

PASSED ON 21ST DAY OF DECEMBER 2005

WE, the undersigned, being or representing all the members of the Company, HEREBY RESOLVE as follows:

RESOLUTIONS

1. THAT, subject to compliance with sections 155-158 of the Companies Act 1985, the Company enter into the Facility Amendment Letter (defined and set out in paragraph 3 below).
2. THAT the giving of financial assistance (as described in the attached statutory declarations and auditors' report) by the execution, delivery and performance by the Company of the Facility Amendment Letter (defined below) is approved.
3. A facility amendment letter (the "Facility Amendment Letter") in the form set out in Schedule 9 to a facilities agreement dated 22 November 2005 comprising term and revolving credit loans in the maximum aggregate principal amount of £28,000,000 made available by Landsbanki Islands hf to Spider Acquisitions Limited and Mappin & Webb Limited.

Dated:

Name of Shareholder

Signature

Date of Signature

Mappin & Webb Holdings
Limited

21.12.05

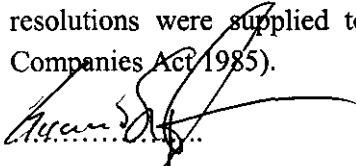
Attachment: Signed statutory declaration(s) and auditors' report

Copy: Auditors

Mappin & Webb Limited
170 Regent Street
London
W1B 5BQ

I confirm that:

- (i) a copy of the attached written resolutions were sent to the auditors of the Company at or before the time when they were supplied to the members for signature in accordance with section 381B of the Companies Act 1985 (as amended) and
- (ii) a copy of the signed statutory declaration(s) made by the directors of the Company and related auditors' report(s) were supplied to each member at or before the time the attached resolutions were supplied to them for signature (as required by Schedule 15A to the Companies Act 1985).


.....
Director/Secretary