

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION OF
BHS LIMITED**

Passed [22 May] 2000

We, the undersigned, being all the members of the above named Company for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by our duly authorised representatives) and pursuant to the articles of association hereby resolve that the following resolution be passed and agree that the same shall have effect as if passed as a special resolution at a general meeting duly convened and held:-

SPECIAL RESOLUTION

THAT:

- (1) the giving of financial assistance by the Company in connection with the acquisition of the entire issued share capital of the Company by Measuremarket from Storehouse plc taking the form described in the statutory declarations made on the date of this resolution by all the Company's directors on the form 155(6)(a) be and is hereby approved;
- (2) subject to compliance with Sections 155-158 of the Companies Act 1985 (the "Act"):
 - (a) the Guarantor Accession Memorandum;
 - (b) Borrower Accession Memorandum;
 - (c) the Deed of Accession;
 - (d) the Debentures; and
 - (e) the Share Pledges

be and they are hereby approved and any director or directors be authorised to execute them on behalf of the Company;



- (3) The execution and performance of the documents at (2) above is in the best interests of the Company and the approval of the Company to enter into and perform such documents is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of Section 151 and 152 of the Act.

and for these purposes, the expressions listed below shall bear the following meanings:-

Banks Barclays Bank PLC and Westdeutsche Landesbank Girozentrale;

Borrower Accession Memorandum The borrower accession memorandum to the Credit Agreement pursuant to a request by Measuremarket that the Company will become an Additional Borrower (as defined in the Credit Agreement);

Credit Agreement The credit agreement dated 7 April 2000 as amended by an amendment agreement dated [22] May 2000 made between (1) Measuremarket as the parent, original borrower, and original guarantor, (2) Barclays Capital and Westdeutsche Landesbank Girozentrale as arrangers, (3) Barclays Bank PLC as agent and security trustee, and (4) the Banks;

Debentures The debenture with Barclays Bank PLC as security trustee creating security over all the assets of the Company, the debenture with Barclays Bank PLC as security trustee granting security over its assets in Northern Ireland and standard securities with Barclays Bank PLC as security trustee granting fixed security over certain properties in Scotland.

Deed of Accession The deed of accession to the Security Trust Agreement pursuant to which the Company