

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**



SPECIAL RESOLUTION

- of -

BHS PLC

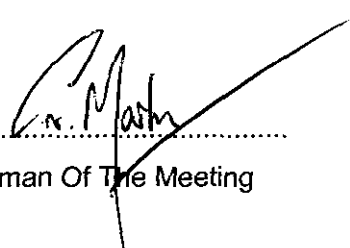
(Passed 16 May 2000)

At an Extraordinary General Meeting of the Company duly convened and held on 16 May 2000 the following Resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

THAT:

1. the Company be re-registered as a private company;
2. effective from the date of re-registration of the Company as a private company the Memorandum of Association of the Company be altered as follows:
 - (a) by deleting in clause 1 the words "Public Limited Company" and substituting the word "Limited";
 - (b) by deleting the existing clause numbered 2;
 - (c) by renumbering the existing clauses 3 to 6 as clauses 2 to 5; and
3. effective from the date of re-registration of the Company as a private company the Articles of Association contained in the printed document submitted to this Meeting and for the purposes of identification signed by the Chairman thereof be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

Signed 
Chairman Of The Meeting