

COMPANY NO: 229606

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

of

BhS plc

Passed this 29th day of September 1998

At an extraordinary general meeting of BhS plc held on 29th September 1998 at Marylebone House, 129-137 Marylebone Road, London NW1 5QD the following resolution was proposed and passed as an EXTRAORDINARY RESOLUTION:

"THAT the £400,000 7% Cumulative Preference Stock of £1 each of the company be converted into 1,600,000 ordinary shares of 25p each to rank parri passu for all purposes with the existing 240,000,000 ordinary shares of 25p each"

.....
G A Johnson
secretary

