

Company Number: 229606

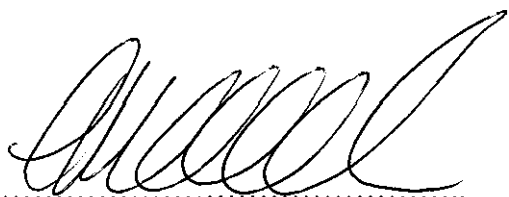
**THE COMPANIES ACT 1985 AND 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**BHS LIMITED**

**Passed 8 May 2001**

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by our duly authorised representative) and pursuant to the articles of association hereby resolve that the following resolutions be passed as Resolutions in Writing (such resolutions to have effect as Elective Resolutions) and agree that the same shall have the same effect as if passed by us at a general meeting of the Company duly convened and held:-

**Elective Resolutions:**

- a) "THAT in accordance with the provisions of S252 of the Companies Act 1985 the Company hereby dispenses with the laying of accounts and reports before the company in General Meeting in respect of the year ending 31 March 2001 and subsequent financial years"
- b) "THAT in accordance with the provisions of S366A of the Companies Act 1985 the Company hereby dispenses with the holding of the Annual General Meeting for 2001 and subsequent years"
- c) "THAT in accordance with the provisions of S386 of the Companies Act 1985 the Company hereby dispenses with the obligation to appoint auditors annually and that during the term that such dispensation is in force the Directors be and are hereby authorised to fix the auditors remuneration".



Duly authorised for and on behalf of  
BHS Group Limited

