

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
BhS Limited ("the Company")**

Passed 28/02/2002

We the undersigned being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings 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

There shall be added as a new article 106A to the Company's Articles of Association:-

"At any time or from time to time the Majority Holder may, by memorandum in writing executed by or on behalf of him or it and left at or sent to the office, appoint any person to be a director or remove from office any director who shall vacate office accordingly. Any such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company. For the purposes of this article 106A, "Majority Holder" means any person who holds for the time being more than half in nominal value of the issued shares in the Company carrying the right to attend and vote at general meetings."



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**for and on behalf of
Bhs Group Limited**

