

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

of

BON MARCHÉ LIMITED

Passed 7th Nov 1995

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 7th Nov, 1995, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT:

(A) the authorised share capital of the Company be increased by US\$2,030.39 denominated in US dollars by the creation of 203,039 new Ordinary Shares of US\$0.01 each;

(B) the Directors be and are hereby authorised to appropriate from reserves the sterling equivalent of US\$2,030.39 (at such rate of exchange as the Directors shall determine) for distribution to the holders of the existing Ordinary Shares of £1 each in the capital of the Company on the register of members at the close of business on the day before the passing of this Resolution and to apply such sum in paying up in full 203,039 new Ordinary Shares of US\$0.01 each in the capital of the Company to be allotted and issued



ASL credited as fully paid to and amongst such shareholders on the basis of one new Ordinary Share of US\$0.001 for each Ordinary Share of £1 held on such date and the Directors are authorised to allot such shares pursuant to the authority contained in the new Articles of Association of the Company adopted by this Resolution;

ASL (C) forthwith upon the allotment of the said 203,039 new Ordinary Shares of US\$0.001 each, each of the issued and unissued Ordinary Shares of £1 each in the capital of the Company be and is hereby converted into and reclassified as a Deferred Share of £1 having the rights and restrictions set out in the new Articles of Association of the Company adopted by this Resolution; and

(D) the regulations contained in the printed document submitted to the meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.



Chairman of the Meeting