

290792
Company Number: ~~270792~~

COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

PEACOCK'S STORES Plc

(Passed 19 March 1997)

Pursuant to Article 10.12 of the Company's Articles of Association, the undermentioned Resolutions have been passed as Special Resolutions of the Company (as if passed at a general meeting duly convened and held) and have been assented to by the members of the Company named after them, (being all the members entitled to attend and vote at a general meeting of the Company).

SPECIAL RESOLUTIONS

- 1 THAT the Company be re-registered as a private company limited by shares within the meaning of the Companies Act 1985.
- 2 THAT the name of the company be changed to "Peacock's Stores Limited".
- 3 THAT the Memorandum of Association of the Company be amended:
 - 3.1 by deleting in clause 1 the word "plc" and substituting therefore the word "Limited";
 - 3.2 by deleting as clause 2 the words "The Company is to be a public limited company";
 - 3.3 by renumbering the remaining clauses of the Memorandum of Association accordingly.
- 4 THAT the Articles of Association of the Company be amended by deleting the word "plc" in the heading and substituting therefore the word "Limited";



SHAREHOLDER

SIGNATURE

DATE OF SIGNING

**Hugh Child
Family Settlement Trust**

Hugh Child
.....

6. 3. 97
.....

SHAREHOLDER

SIGNATURE

DATE OF SIGNING

Hugh Child
Interest In Possession Trust

Hugh Child
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6.3.97
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PEACOCK GROUP

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Page 03

SHAREHOLDER

SIGNATURE

DATE OF SIGNING

**Hugh Child
Discretionary Settlement Trust**



7 March 1997

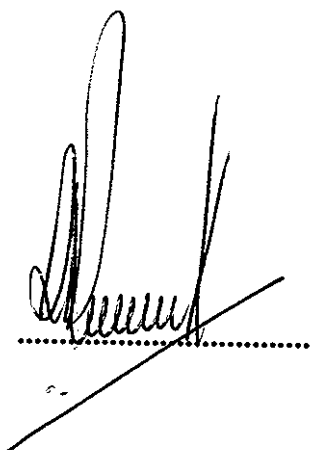
SAGITAS AG

SHAREHOLDER

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DATE OF SIGNING

**The Trustees of
The Lucy Peacock Discretionary Settlement (27th February 1997)**

A handwritten signature in black ink, consisting of a large, stylized capital 'L' followed by several loops and a long horizontal stroke. The signature is written over a dotted line.


6th March 1997

SHAREHOLDER

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**The Trustees of
The Christopher Peacock Discretionary Settlement (28th February 1997)**



A handwritten signature in black ink, appearing to be 'M. Peacock', written over a dotted line.

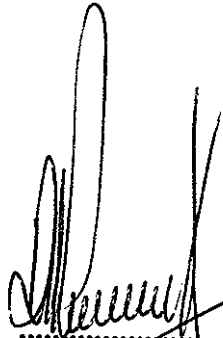
6th March 1997

SHAREHOLDER

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DATE OF SIGNING

Robert F Peacock



A handwritten signature in black ink, appearing to read 'Robert F. Peacock', is written over a horizontal dotted line. A long, sweeping diagonal line extends from the bottom of the signature towards the bottom left of the page.

6th March 1997

SHAREHOLDER

SIGNATURE

DATE OF SIGNING

Hugh Child

Hugh Child
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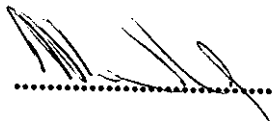
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DATE OF SIGNING

Anton J Woodhouse



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6.3.97
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SHAREHOLDER

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DATE OF SIGNING

E M Child


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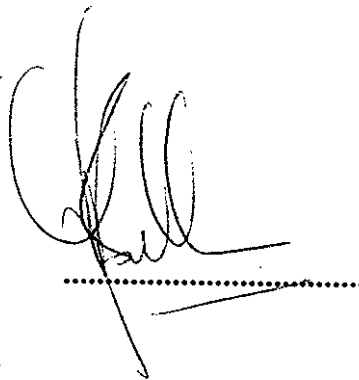
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M S Bullas

A handwritten signature in dark ink, appearing to be 'M S Bullas', written over a horizontal dotted line.

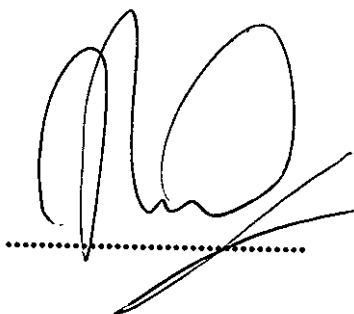
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DATE OF SIGNING

R S Kirk

A handwritten signature, appearing to be 'RS Kirk', is written over a horizontal dotted line. The signature is stylized with large, overlapping loops.

7/3/97

SHAREHOLDER

SIGNATURE

DATE OF SIGNING

Robert Edward Hales

A handwritten signature in black ink, appearing to read 'R. E. Hales', written over a dotted line.


6.3.97.

SHAREHOLDER

SIGNATURE

DATE OF SIGNING

Ann Griffiths

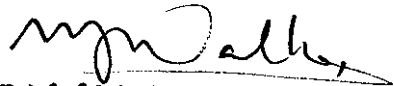

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SHAREHOLDER

SIGNATURE

DATE OF SIGNING



DIRECTOR



DIRECTOR

For and on behalf of Gresham Trust p.l.c.

Power of Attorney for

Eagle Star Life Assurance Co Limited

.....

.....6/3/97.....

SHAREHOLDER

SIGNATURE

DATE OF SIGNING

Susan Sherman

Susan Sherman

7th Nov 1997

SHAREHOLDER

SIGNATURE

DATE OF SIGNING

Bronwen Balfrey

B Balfrey

6 March 1997

SHAREHOLDER

SIGNATURE

DATE OF SIGNING

Peter Edward Hales



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6. Mar. 97

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SHAREHOLDER

SIGNATURE

DATE OF SIGNING

Peter Edward Hales and
John Mallephant

for Hales + Mallephant.



6.3.97.

SHAREHOLDER

SIGNATURE

DATE OF SIGNING

Susan E Freeland

S. Freeland

7-3-97

SHAREHOLDER

SIGNATURE

DATE OF SIGNING

Coutts (Guernsey) Ltd

Le Nard
.....
E NAFTEL L MOLINARI
CORPORATE SECURITIES
OFFICERS

17 March 1997
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SHAREHOLDER

SIGNATURE

DATE OF SIGNING

Bernice Hales

B. Hales

6.3.97.

SHAREHOLDER

SIGNATURE

DATE OF SIGNING

DIANA A UNWIN

Diana A Unwin
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18th March 1997

SHAREHOLDER

SIGNATURE

DATE OF SIGNING

JUDITH HALES

Judith Hales.

19 March 1997

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PEACOCK GROUP

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SHAREHOLDER

SIGNATURE

DATE OF SIGNING

**Hugh Child
Discretionary Settlement Trust**



SAGITAS AG

7 March 1997