

**THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
BUSINESS EXPRESS NETWORK LIMITED  
(the "Company")**

Pursuant to section 381A of the Companies Act 1985 (the "Act"), the following resolutions are hereby passed as special resolutions:

**Special Resolutions**

1. **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into and grant in connection with reducing or discharging the liability incurred pursuant to the acquisition by LW Investments Limited ("**Bidco**") of the entire issued share capital of the Company's holding company, Littlewoods Limited, be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such of the following documents to which the Company is or is to become a party:
  - (a) a deed of accession pursuant to which the Company accedes to a facilities agreement dated 4 October 2002 between LW Finance Limited (the "**Parent**"), Bidco, The Governor and Company of the Bank of Scotland ("**BoS**") as the Agent, BoS as the Security Trustee and the Banks (as such term is defined therein) (the "**Facilities Agreement**") pursuant to which the Banks had made available to, inter alia, Bidco term loan, guarantee and working capital facilities (the "**Deed of Accession (Facilities Agreement)**");
  - (b) a deed of accession pursuant to which the Company accedes to a composite guarantee and debenture dated 4 October 2002 executed by the Parent and Bidco in favour of the Security Trustee (for itself and the Security Beneficiaries) (the "**Composite Guarantee and Debenture**") (the "**Deed of Accession (Debenture)**");
  - (c) an intra-group loan agreement to be made between the Borrowers (as described therein including the Company) and the Lenders (as described therein including the Company) (the "**Intra-Group Facility Agreement**");(the above documents, together the "**Documents**" and each a "**Document**").
2. **THAT** notwithstanding that the entering into and granting of certain of the Documents would constitute financial assistance given to Bidco in connection with the acquisition of the entire issued share capital of the Company's holding company, Littlewoods Limited within the meaning of Section 152 of the Act, the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms thereof,

and accordingly, such entry and granting, and the giving of such financial assistance, is in the best interests of the Company.

3. **THAT** the giving of such financial assistance, as set out in paragraphs 1 and 2 above, be and is hereby approved and that the Company entering into and/or granting the Documents be and are hereby approved.

Signed by, or by its duly authorised representatives on behalf of, all the members of the Company who as at the date hereof would be entitled to attend and vote at a general meeting had the resolutions been put to such a meeting. Signature of this resolution by any holders of any class of shares in the Company shall also constitute their consent as holders of that class of shares to the passing of the resolutions set out above.

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*Director: Littlewoods Company*

*Director Limited*

Signed for and on behalf of

**LITTLEWOODS RETAIL LIMITED**

**DATE:** *12 December* 2002