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MOTHERCARE (HOLDINGS) LIMITED

RESOLUTION IN WRITING OF THE SHAREHOLDER

WE, The Mothercare Group Limited being the holder of the entire issued share capital of Mothercare (Holdings) Limited hereby resolve by special written resolution pursuant to Section 381(a) of the Companies Act 1985 as follows:-

By a Written Resolution of the Company duly passed in accordance with Section 381 A of the Companies Act 1985 dated 12 March 2004 it was resolved:

That the share premium account of the Company totalling £219,206 be cancelled and the issued share capital of the Company be reduced from £1,091,191,438 divided into 1,091,191,438 Ordinary Shares of £1 each to £148,646,121 divided into 148,646,121 Ordinary Shares of £1 each.

Dated this 12<sup>th</sup> day of March 2004

*M. J. O'Shane*

Director for and on behalf of Mothercare Group Limited

