

COMPANY NUMBER 00582887

WOOLWORTH HOLDINGS LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

In accordance with Section 381A of the Companies Act 1985, **WE**, being the sole member of the Company who is entitled to receive notice and vote upon the following resolutions at a general meeting of the Company, hereby pass the following resolutions of the Company as an ordinary and a special resolution.

ORDINARY RESOLUTION

THAT Philip Parker, having consented to act, be appointed as an additional director of the Company in accordance with Regulation 78 in Table A, the provision of which is incorporated into the articles of association of the Company.

SPECIAL RESOLUTION

THAT the name of the Company be changed from Woolworth Holdings Limited to Woolworths Marketing Limited.

Duly signed by

on behalf of

GM GROUP LIMITED

Dated: 22nd January 2002

Agnes

