

Company No. 630845

The Companies Acts 1948 to 1989

Company Limited by Shares

SPECIAL RESOLUTION

- of -

LITTLEWOODS POOLS LIMITED

Passed on the 30th day of November 1998

At the Annual General Meeting of the above-named Company, duly convened and held at The Sir John Moores Building, 100 Old Hall Street, Liverpool L70 1AB, on the 30th day of November 1998 the following RESOLUTION was passed as a SPECIAL RESOLUTION:-

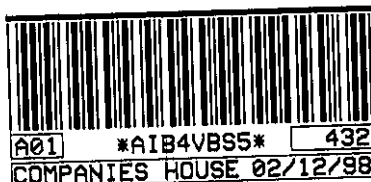
SPECIAL RESOLUTION

THAT:-

The Articles contained in the document submitted to this meeting and signed by the Chairman for identification purposes be approved and adopted as the Articles of Association of the Company in substitution for all the existing Articles of the Company.

I certify that the above is a true extract from the Minutes of the Annual General Meeting of the Company, held on 30th November 1998.

Signed *Jana Hugga*
for Littlewoods Secretarial
Services Limited.



NUMBER 630845

THE COMPANIES ACT 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

LITTLEWOODS POOLS LIMITED

(Adopted by Special Resolution passed on 30th November 1998)

PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) ("Table A") shall apply to the Company save insofar as they are excluded or varied by or are otherwise inconsistent with these Articles. Regulations 62, 65, 73 to 80 (inclusive), 87 and 91 shall not apply to the Company and in addition to the remaining regulations of Table A (as varied hereby) the following Articles constitute the regulations for the management of the Company.

DEFINITIONS AND INTERPRETATION

2. In these Articles the following words and expressions shall (except where the context otherwise requires) have the following meanings:-

the Act	the Companies Act 1985 (as amended by the Companies Act 1989) and every other statutory modification thereof from time to time in force
Borrowing	any borrowing of the Company by exercise of its Borrowing Powers
Borrowing Powers	all the powers of the Company to borrow (whether express or implied)
Director	a director for the time being of the Company
Member	any registered holder for the time being of any class of share in the Company

Ordinary Shares	the Ordinary Shares of £1 each in the capital of the Company
Parent Company	the holder from time to time of not less than 75 per cent of the issued Shares
Shares	shares in the capital of the Company of whatever class
Ultimate Parent Company	means The Littlewoods Organisation PLC a company registered in England under 262152 whose registered office is at 100 Old Hall Street Liverpool L70 1AB

Words incorporating the masculine gender only include the feminine and neuter genders and words incorporating the singular number only include the plural and vice versa.

Clause headings and margin notes are for ease of reference only and do not affect the construction or interpretation of these Articles.

References to persons shall include bodies corporate unincorporated associations and partnerships.

References to writing shall include typewriting printing lithography photography and facsimile messages and other modes of reproducing words in a legible and non-transitory form.

Words and expressions defined in or for the purposes of the Act or Table A shall have the same meanings in these Articles unless the context otherwise requires.

SHARES

- 3.1 The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities provided that the aggregate nominal value of the relevant securities allotted pursuant to this authority shall not exceed the aggregate nominal value of the unissued relevant securities of the Company at the date of the adoption of these Articles and in accordance with the provisions of Section 80A of the Act this authority shall last for an indefinite period.
- 3.2 Section 89 (1) of the Act insofar as it relates to the Company shall be read and construed as if it related to securities convertible into shares allotments of equity securities wholly or partly paid up otherwise than in cash as well as equity securities paid up in cash.

TRANSFER OF SHARES

- 4.1 Notwithstanding any other provisions of these Articles the Directors shall decline to register the transfer of any Shares to any person other than the Parent Company unless

the prior written consent of the Ultimate Parent Company is obtained to such Transfer.

- 4.2 Regulation 24 of Table A shall be read and construed as if the first sentence thereof were omitted.

PROCEEDINGS AT GENERAL MEETINGS

- 5.1 No business shall be transacted at any general meeting of the Company unless a quorum of members is present. One Member holding more than one half in nominal value of the issued ordinary share capital of the Company for the time being and present in person or by proxy or (in the case of a corporate Member) by a duly authorised representative shall be deemed for this purpose to constitute a valid meeting. Save as aforesaid two Members present in person or by proxy or by duly authorised representative shall be a quorum.
- 5.2 Regulation 41 of Table A shall be read and construed as if the word "such" in lines 1 and 2 were omitted.
- 5.3 A poll may be demanded by any Member present in person or by proxy or (in the case of a corporate Member) by a duly authorised representative and regulation 46 of Table A shall be modified accordingly.

VOTES OF MEMBERS

- 6 An instrument appointing a proxy and any authority under which it is executed or a duly certified copy of such authority shall be delivered to the meeting at which the proxy is authorised to vote or at the time and place appointed for the taking of the poll on which the proxy is authorised to vote (as the case may be).

APPOINTMENT AND NUMBER OF DIRECTORS

- 7.1 The Directors shall be appointed and shall (in every case) be subject to removal from office by instrument in writing signed by or on behalf of the Ultimate Parent Company. Every appointment or removal of a Director in writing pursuant to this Article shall take effect as from the time when the instrument is lodged at the registered office of the Company.
- 7.2 The Ultimate Parent Company shall have the power at any time and from time to time by notice in writing to the Company to appoint any person who is willing so to act to be a Director either to fill a vacancy or as an additional Director and the Ultimate Parent Company may also by notice in writing to the Company remove any Director provided always that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
- 7.3 Unless and until the Ultimate Parent Company shall otherwise determine the number of Directors (other than

alternate directors) shall be not less than two in number but otherwise there shall not be any limitation as to the number of Directors.

- 7.4 The Ultimate Parent Company may from time to time appoint a Director to the office of Managing Director for such period and on such terms as it may think fit and may at any time revoke such appointment. The appointment of any such person shall for the avoidance of doubt automatically be determined if he shall for any reason cease to be a Director.
- 7.5 The Ultimate Parent Company may from time to time appoint a Director to hold the office of Chairman of the Board of Directors to preside at every meeting of the Board of Directors at which he is present and may from time to time in writing appoint one or more of the Directors to hold office as Vice Chairman to preside as aforesaid in the absence of the appointed Chairman and in both cases upon such terms and each for such period as the Ultimate Parent Company may think fit and may at any time revoke any or all of such appointments. The appointment of any such person as Chairman or Vice Chairman shall for the avoidance of doubt automatically be determined if he shall cease for any reason to be a Director.
- 7.6 The remuneration of each Director with regard to any office or employment held by him with or on behalf of the Company or any subsidiary of the Ultimate Parent Company shall be fixed from time to time by the Remuneration Committee of the ultimate Parent Company.

ALTERNATE DIRECTORS

8. Any Director (other than an alternate director) may subject to obtaining the prior written consent of the Ultimate Parent Company appoint any other person willing so to act to be an Alternate Director and may remove from office an alternate director so appointed by him. Any such appointment or removal shall be by notice in writing and shall be effective upon delivery at the registered office of the Company or at a meeting of the Directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

9. The office of Director shall be vacated if the Director:-
 - 9.1 has an order made in respect of him under Section 252 Insolvency Act 1986 or has a petition presented in respect of him under Section 264 of that Act or if he makes any arrangements or composition with his creditors generally;
 - 9.2 becomes prohibited from being a Director by reason of any order made under the Company Directors Disqualification Act 1986 or under any other statute;
 - 9.3 in the reasonable opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his

duties as a Director;

- 9.4 resigns his office by written notice to the Company; or
- 9.5 shall for more than 6 months have been absent without the permission of the Directors from the meetings of the Directors held during that period and the Directors resolve that his office shall be vacated.

PROCEEDINGS OF DIRECTORS

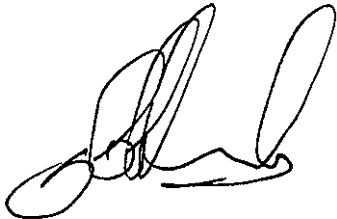
- 10.1 The quorum for transaction of business of the Directors shall be two.
- 10.2 Subject as hereinafter provided the Directors may exercise all the Borrowing Powers of the Company provided that they shall have in every case obtained the prior written consent of the Ultimate Parent Company regarding any Borrowing (save where the Company is Borrowing from the Ultimate Parent Company) which such consent aforesaid may be given under the hands of any two directors of the Ultimate Parent Company.
- 10.3 A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested including any appointment to office or employment with the Company or any body corporate in which the Director is interested or upon any matter arising in relation thereto or therefrom and if he shall so vote his vote shall be counted and he shall be counted in reckoning a quorum when any such contract or arrangement is under consideration and regulations 94 and 97 of Table A shall be modified accordingly.
- 10.4 Any Director enabled to participate in the proceedings of a meeting by means of a communication device (including a telephone) which allows all the other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) to hear at all times all other Directors present at such meeting (whether in person or by alternate or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

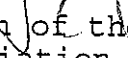
THE SEAL

- 11.1 The seal shall be used only by the authority of the Directors or of a committee of the Directors. The Directors may determine whether any instrument to which the seal is affixed shall be signed and, if it is to be signed, who shall sign it. Unless otherwise determined by the Directors, every other instrument to which the seal is affixed shall be signed by one Director and by the Secretary or another Director.
- 11.2 Subject to the provisions of the Act, the Company may have an official seal for use in any place abroad.

INDEMNITY

12. Subject to the provisions of the Act and in addition to such indemnity as is contained in regulation 118 of Table A every Director officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

A handwritten signature in black ink, consisting of a large, stylized 'J' followed by a horizontal line and a small loop at the end.

Signed as Chairman  of the general meeting as a true copy of the Articles of Association of the said Company adopted by special resolution passed at the General Meeting of this Company held on 30th November 1998.