

Company Number: 820829

THE COMPANIES ACT 1985 and 1989 and 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Frank Bird (Menswear) Limited

Circulation date: 17 September 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions numbered 1 and 2 below are passed as special resolutions:-

SPECIAL RESOLUTIONS

- 1 THAT clause 3 of the Memorandum of Association of the Company be altered by adding the following as a new sub-clause 3(26) -

"(26) Subject to, and always in compliance with, the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Companies Act 1985) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Companies Act 1985 "

For	Against
Three	None

- 2 That the articles of association be amended by adding the following as a new clauses 45 and 46 -

"45 Subject to the provisions of the Companies Acts 1985 the company may purchase its own shares (including any redeemable shares), but shall not, except as authorised in accordance with the said act, give any

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financial assistance for the purpose of an acquisition of its shares, or of reducing or discharging a liability incurred for that purpose

46 *Notice of any meeting of the directors may be given by telephone. The contemporaneous linking together by telephone of a number of the directors being not less than the quorum shall be deemed to constitute a meeting of the directors wherever in the world they are, so long as -*

(A) *the directors who are present at the meeting constitute a quorum,*

(B) *at the commencement of the meeting each director acknowledges the presence thereof to all the other directors taking part,*

(C) *each of the directors taking part are able hear each other of them subject as hereinafter mentioned throughout the meeting,*

(D) *the directors present at the commencement of the meeting do not leave the meeting by disconnecting the telephone, but the meeting shall be deemed to have been conducted validly notwithstanding that the telephone of any director is accidentally disconnecting during the meeting and the proceedings thereof shall be deemed to be as valid as if the telephone had not been disconnected*

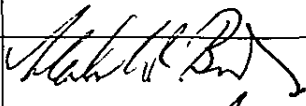
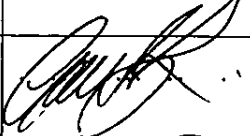
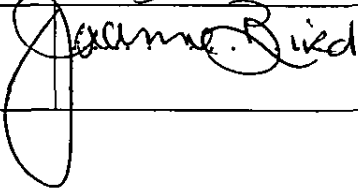
and a minute of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified by both the chairman and the company secretary”

For	Against
Three	None

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions

The undersigned, a person entitled to vote on the above resolutions on 17 September 2008, hereby irrevocably agrees to those resolutions as indicated above:-

Name of Shareholder	No. of Shares	Signed	Date
MALCOLM ROBERT BIRD	6100		17 September 2008
GAVIN SAMUEL BIRD	3000		17 September 2008
JOANNE BIRD	2900		17 September 2008

NOTES

- 1 If you wish to vote in favour of a resolution please put an "X" in the "For" box next to that resolution. If you wish to vote against a resolution please put an "X" in the "Against" box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods -
 - 1 1 **By Hand** delivering the signed copy to Simon Alliot of Atteys Solicitors 31 Regent Street, Barnsley, South Yorkshire S70 2HJ
 - 1 2 **Post** returning the signed copy by post to Simon Alliot of Atteys Solicitors 31 Regent Street, Barnsley, South Yorkshire S70 2HJ
 - 1 3 **Fax** faxing the signed copy to 01226 215275 marked "for the attention of Simon Alliot "
 - 1 4 **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to simon.alliot@atteys.co.uk. Please enter "Written resolutions dated 17 September 2008" in the e-mail subject box
- 2 If there are no resolutions you agree with, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to a resolution, you may not revoke your agreement.
- 4 Unless, within 28 days of the date of circulation of the resolutions insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.