

Company number 00955491

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of the holders of "B" Ordinary Non-voting shares of £1 each in

Harrods Bank Limited (the "Company")

Circulation Date: 20 May 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the directors of the Company propose that resolutions 1 and 2 below (the "Resolutions") are passed as special resolutions of the holders of "B" Ordinary Non-voting shares of £1 each in the Company (the "B Non-voting Shares")

IT IS HEREBY RESOLVED

- 1 **THAT** the passing of the resolutions numbered 1 to 3 set out in the written resolution of the Company (the "Written Resolution") with a circulation date of 20 May 2010 (a copy of which is attached to these Resolutions) and the implementation of the matters referred to therein and the modification of the rights and privileges attached to the existing issued B Non-voting Shares thereby involved or effected, be and is hereby approved
- 2 **THAT** any pre-emption rights that may apply to the existing issued B Non-voting Shares in accordance with article 8 of the Company's existing articles of association, in respect of any proposed allotment or issue of up to 2,000,000 new B Non-voting Shares pursuant to the attached Written Resolution, be and are hereby waived in respect of any such allotment and issue

#### AGREEMENT

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

We the undersigned, being the persons entitled to vote on the above Resolutions and being in relation to the Resolutions above, the holders of not less than 75% of the aggregate issued B Non-voting Shares in the capital of the Company hereby irrevocably agree to the passage of the above Resolutions

For and on behalf of  
Harrods Limited

For and on behalf of  
Harrods (UK) Limited

Date

Date

WEDNESDAY



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26/05/2010

COMPANIES HOUSE

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