



Company Number: 1610093

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL
Baker & McKenzie LLP
BAKER & MCKENZIE LLP
SOLICITORS
100 NEW BRIDGE STREET
LONDON
EC4V 6JA

30/9/05

WRITTEN RESOLUTION of

LEVI STRAUSS PENSION TRUSTEE LIMITED ("the Company")

Pursuant to the provisions of Section 381A of the Companies Act 1985, the following is a Resolution in writing signed by the Sole Member for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company and shall for all purposes be as valid and effective as if the same had been passed as a Special Resolution at a General Meeting of the Company duly convened and held.

1. IT IS RESOLVED that the Articles of Association of the Company be amended as follows:

1.1 by the deletion from Article 110 of the words "seven when there are seven or more directors, or, when there are fewer than seven directors, all the directors" and by the substitution in their place of the word "five"; and

1.2 by the deletion of Article 119 and by the substitution in its place of the following Article 119:

"119. The contemporaneous connection of a number of the directors not less than the quorum, regardless of physical location, by any means of electronic communication shall be deemed to constitute a properly held meeting of the directors so long as the following conditions are met:

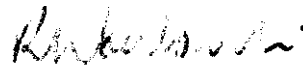
119.1 throughout the meeting each of the directors taking part must be able to:

- (a) hear each of the other directors taking part; and
- (b) subject as mentioned below, send and receive communications simultaneously to and from all of the other directors taking part;

119.2 at the beginning and at the conclusion of the meeting the chairman shall ask all of those who have been a party to the proceedings to acknowledge their presence and to confirm that they have attended throughout the meeting.

Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is. The word "meeting" in the Articles shall be construed accordingly.

The meeting shall have been validly conducted notwithstanding that a director may have been accidentally disconnected during the meeting, so long as a quorum of directors were connected at all times. A minute of the proceedings shall be sufficient evidence of the observance of the necessary formalities if certified by a director who was party to them."



duly authorised signatory for and on behalf of
Levi Strauss (U.K.) Limited

Dated: 22nd September 2005