

COUNTRY CASUALS HOLDINGS PLC (the "Company")

(Company No 2319160)

MINUTES of an **EXTRAORDINARY GENERAL MEETING** of the Company held at 103-113 Regent Street, London, W1R 7HB on Friday the 27 day of October 2000 at 2.15 p.m.

PRESENT : C M L Evans

(In the Chair)

R W Jennings

G Gibson

IN ATTENDANCE: S N Waite

1. The Chairman reported that the Extraordinary General Meeting (the "**Meeting**") had been duly convened, that a quorum was present and declared the Meeting open. The Chairman also reported that all members entitled to attend and vote at the Meeting had given their consent to the Meeting being held notwithstanding that less than the statutory notice period had been given.
2. With the consent of the Meeting the Notice convening the Meeting (a copy of which is attached to the Minutes) was taken as read.
3. The Chairman explained that Resolutions 1, 2 and 3 were all required to allow the Company to be re-registered as a private company.
4. The Chairman proposed the following Resolution :-
 - 4.1 **THAT** the Company be re-registered as a private company pursuant to Section 53 of the Companies Act 1985, by the name of "Country Casuals Holdings Limited".

On a show of hands the Resolution was unanimously carried and declared by the Chairman to have been passed.

5. The Chairman proposed the following Resolution :-

- 5.1 **THAT** the Company's Memorandum of Association be amended as follows :-

- 5.1.1 in clause 1, by the deletion of the letters "plc" and by substituting the word "Limited";



5.1.2 by deleting clause 2; and

5.1.3 by re-numbering clauses 3 to 6 as clauses 2 to 5, respectively.

On a show of hands the Resolution was unanimously carried and declared by the Chairman to have been passed.

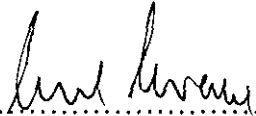
6. The Chairman proposed the following Resolution :-

6.1 **THAT** the regulations attached hereto and marked 'A' by the Chairman for the purpose of identification be and are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

On a show of hands the Resolution was unanimously carried and declared by the Chairman to have been passed.

7. The Chairman signed prints of the Resolutions passed at the Meeting.

8. There being no further business the Chairman declared the Meeting closed.

CMLE 

Chairman