

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**

**-of-**

**VIRGIN RETAIL GROUP LIMITED**

**Pursuant to Section 381A of the Companies Act 1985**

We, the undersigned, being the sole member of the Company who, at the date of this resolution would be entitled to attend and vote at General Meetings of the Company, HEREBY PASS the following resolution as a written resolution of the Company.

**RESOLUTION**

- 1            THAT the existing Articles of Association of the Company be amended by deleting Article 16 and its heading and substituting the following in their place:

**16. POWERS OF DIRECTORS**

Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all of the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.



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For and on behalf of  
Virgin Retail Group UK Limited

Dated: 4 December 2002

