

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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RESOLUTIONS IN WRITING

OF

COURTAULDS TEXTILES LIMITED

WE, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

THAT, on or about 31 January 2001, the Company enter into the following documents:

- (a) an Accession Memorandum together with Sara Lee UK Holdings plc as issuer (the "**Issuer**"), pursuant to which the Company will undertake to perform all the obligations expressed to be undertaken under a trust deed dated 16 May 2000 (the "**Trust Deed**"), as amended and restated by a deed of amendment and restatement dated 10 January 2001 between the Issuer, Chase Manhattan Trustees Limited as trustee (the "**Trustee**") and others by a Guarantor and Share Chargor (as defined therein) and agrees that it shall be bound by the Trust Deed in all respects as if it had been an original party thereto as a Guarantor and Share Chargor (as defined therein);
- (b) a Deed of Undertaking, pursuant to which the Company will undertake to the Paying Agents (as defined in the paying agency agreement dated 16 May 2000 (the "**Paying Agency Agreement**") between the Issuer, the Trustee, the paying agents named therein and others) and the Trustee, to perform all the obligations expressed to be undertaken under the Paying Agency Agreement by a Guarantor (as defined therein) and agrees that it shall be bound by the Paying Agency Agreement in all respects as if it had been an original party as a Guarantor (as defined therein).

SIGNATURE: M. Robertson

HOWARD ROBERTSON for and on behalf of Sara Lee Acquisition Limited

DATE: 31/01/01

Date sent to auditors: 26 January 2001

