

THE COMPANIES ACTS 1985, 1989 AND 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

DUCHY ORIGINALS LIMITED
("the Company")

(Company number 2478770)

Circulated on 2 June 2009

We, the undersigned, pass the following resolution as a written resolution to have effect as if passed by the Company in general meeting pursuant to section 288 of the Companies Act 2006 and in accordance with the Company's Articles of Association:

Special Resolutions

THAT

1. the authorised share capital of the Company be and is hereby increased from £1,000,000 to £1,500,000 by the creation of 500,000 Ordinary Shares of £1 each, each share ranking pari passu in all respects with the existing shares in the capital of the Company and that the Memorandum and Articles of Association be altered accordingly;
2. the Directors are unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot the shares in the authorised share capital of the Company which are unissued at the time of the passing of this resolution at any time or times during the period of five years from the date hereof;

L. J. Ferrar

Signed by L. J. FERRAR

duly authorised for The Prince's Charities Foundation

on 4 June 2009

WEDNESDAY



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COMPANIES HOUSE

Statement

Set out above is the form of a written resolution which it is proposed should be passed by the members of the Company in accordance with Part 13 of the Companies Act 2006.

The resolution is proposed to be passed as special resolution.

If you wish to signify your agreement to the resolution you must do so by sending to the Company a document which identifies the resolution and indicates your agreement to that resolution. The easiest way to do this is to sign, date and return this document. Your agreement, once signified, may not be revoked.

In order for the resolution to be passed, eligible members holding the required majority must have indicated their agreement to the resolution on or before *the expiry of a 28 day period beginning on the date on which the resolution was first sent to a member (the Circulation Date)*.