

**THE COMPANIES ACT 1985**  
**WRITTEN RESOLUTION**  
**OF**  
**BON MARCHÉ HOLDINGS LIMITED**  
**(the "Company")**

(Passed on **13** August 2002)

We, the undersigned, being the sole member of the Company who (at the date of this resolution) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree, pursuant to regulation 53 of Table A (adopted by the articles of association of the Company) to the following written resolution (which would otherwise be required to be passed as a special resolution):

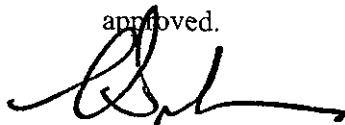
**RESOLUTION**

**THAT:**

1. subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act") the giving of financial assistance (as defined in section 152 of the Act) by the Company in relation to:
  - (a) the acquisition by The Peacock Group plc ("**Peacocks**") of shares in the capital of Bon Marché Group Limited on 22 July 2002; and
  - (b) the re-financing of the facilities which were used by Bon Marché Group Limited to acquire shares in the capital of the Company in July 2001,

including (but not limited to) the execution, delivery and performance by the Company of any guarantees, loans or security arrangements or any other arrangements in relation to the £100,000,000 term loan and revolving credit facilities made available to Peacocks by, *inter alios*, Barclays Bank plc (the "**Assistance Documents**"), in the form more fully described in the statutory declarations of solvency sworn by the directors of the Company on or before the date of passing of this resolution in Form 155(6)a, copies of which are attached to this resolution, be and is hereby approved; and

2. the giving of financial assistance by the Company's subsidiary, Bon Marché Limited by the execution, delivery and performance of the Assistance Documents be and is hereby approved.



.....  
for and on behalf of  
**BON MARCHÉ GROUP LIMITED**

