

Company Number: 3153784

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

CABLE & CO (UK) LIMITED

Passed 29 January 1996

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by our duly authorised representatives) and pursuant to the articles of association of the Company hereby resolve that the following resolutions be passed and agree that the same shall have effect as if passed as Elective Resolutions at a general meeting duly convened and held:-

1. That, under the provisions of section 252 of the Companies Act 1985, the Company dispense with the laying of Report and Accounts before general meeting;
2. That, under the provisions of section 366A of the Companies Act 1985, the Company dispense with the holding of Annual General Meetings; and
3. That, under the provisions of section 386 of the Companies Act 1985, the Company dispense with the obligation to appoint auditors annually.



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Duly authorised for and on behalf of Sears Sportsworld Limited

