

Company No: 3309229

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

ESPRIT IMAGE AND PRODUCT DEVELOPMENT LIMITED

Dated *October 1*, 1998


WE, the undersigned, being the sole member of the above-named Company for the time being entitled to attend and vote at general meetings of the Company RESOLVE that the following resolutions be passed by way of written resolution:

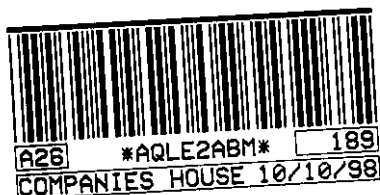
1. INCREASE OF AUTHORISED CAPITAL

"THAT the authorised share capital of the Company be increased from £100 to £350,000 by the creation of a further 349,900 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company".

2. DIRECTORS' AUTHORITY TO ALLOT SHARES

"THAT the directors of the Company be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (and in place of all existing authorities which are hereby revoked) to exercise all the powers of the Company to allot relevant securities (as defined in that section) up to an aggregate nominal amount of £350,000. The authority conferred by this resolution shall be for a period of five years from the date of the passing of this resolution except that the Company may before the end of such period make any offer or agreement which would or might require equity securities to be allotted after such period, and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired."


For and on behalf of
Esprit Holdings GmbH



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