

Company Number: 3665770

DEBENHAMS DIRECT LIMITED

Written record under s. 382B Companies Act 1985 (as amended) of decision (which may be taken by the company in general meeting) taken by the sole member of the company on 11 December 2002

The following resolution, having effect as an Elective Resolution, was approved on the above date by the undersigned sole member of the company:

Elective Resolution:

It is hereby unanimously resolved as an elective resolution in accordance with Section 379A of the Companies Act 1985 ('the Act'):

- THAT (A) The provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.
- (B) The company hereby elects:
- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
 - (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
 - (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
 - (iv) pursuant to Sections 369(4) and 378(3) of the Act, that the provisions of those Sections shall have effect in relation to the company as if for the references to 95 per cent in those provisions there were substituted references to 90 per cent.

Signed
For and on behalf of Debenhams Retail PLC

Dated 11 December 2002

