

Company No. 3665770

THE COMPANIES ACT 2006
CONFIRMATION OF WRITTEN RESOLUTION
OF

DEBENHAMS DIRECT LIMITED
(the "Company")

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below be passed as a special resolution (in the case of the first resolution) and an ordinary resolution (in the case of the second resolution) (the "Resolutions")

SPECIAL RESOLUTION

Article 7 of The Articles of Association be revoked pursuant to paragraph 42 of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860)

ORDINARY RESOLUTION

The directors of the Company shall have the power to allot shares in accordance with section 550 of the Companies Act 2006

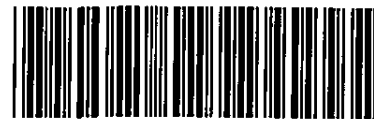
Signed



Secretary
Debenhams Direct Limited

Date 26.02. 2013

WEDNESDAY



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COMPANIES HOUSE