

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
UMBRO PLC
(agreed to on 27 May 2003)

Pursuant to Article 24 of the Company's Articles of Association the following written resolutions were agreed to by the members of the Company on 27 May 2004 as written resolutions of the Company, resolution 1 having effect as an ordinary resolution and resolution 2 having effect as a special resolution:

ORDINARY RESOLUTION

1. That, for the purposes of section 80 of the Companies Act 1985, the directors of the Company are generally and unconditionally authorised, in addition to any subsisting authorities, for a period expiring on 30 April 2009 to exercise the Company's powers to allot up to 25,000 "A" Ordinary Shares of £1 each in the capital of the Company.

SPECIAL RESOLUTION

2. That the pre-emption provisions in section 89 of the Companies Act 1985 be excluded and shall not apply to the allotment of 25,000 "A" Ordinary Shares pursuant to the authority granted to the directors by resolution 1 above.



Company Secretary

