

**WRITTEN RESOLUTION
OF
UMBRO HOLDINGS LIMITED**

(Company number 3674789)

Written resolution of

Umbro Holdings Limited
(the "Company")

The undersigned, being a member of the Company who at the date of these resolutions is entitled to attend and vote at general meetings of the Company **HEREBY AGREES** pursuant to Section 381A of the Companies Act 1985 that resolution number 1 below shall be valid and effective as an elective resolution and resolution number 2 shall be valid and effective as an ordinary resolution of the Company (respectively) in general meeting.

ELECTIVE RESOLUTION

1. THAT:

(a)

in accordance with section 252 of the Companies Act 1985 (as replaced by section 16 of the Companies Act 1989), the Company dispenses with the laying of accounts and reports before the Company in general meeting; and

(b)

in accordance with the provisions of section 366A of the Companies Act 1985, the Company dispenses with the holding of annual general meetings; and

(c)

in accordance with the provisions of section 386 of the Companies Act 1985 (as replaced by section 119 of the Companies Act 1989), the Company dispenses with the obligation to appoint auditors annually;

ORDINARY RESOLUTION

2. THAT:

the directors of the Company are authorised to fix from time to time the remuneration of the auditors until such time as the elective resolution to dispense with the obligation to appoint auditors annually (set out in paragraph 1(c) above) is revoked.

Date.....26/6/00.....

Signed.....*D Medley*.....

D MEDLEY

