

Company No: 3674789

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION IN WRITING OF

UMBRO HOLDINGS LIMITED

We, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381(A) of the Companies Act 1985, AS FOLLOWS:

SPECIAL RESOLUTION

THAT, notwithstanding the provisions of Article 16 (Compulsory Transfers) of the Company's Articles of Association, it is hereby agreed that Dominique Potel shall not be required to dispose of his shares in the Company as a result of him ceasing to be an employee and director of the Group (as defined in the Company's Articles of Association).

This written resolution shall take effect as a special resolution.

Date: 8 MARCH 2001

*Nigel Doughty*

NIGEL DOUGHTY REPRESENTING  
ALL DOUGHTY HANSON COMPANIES

*Peter McGowan*

PETER MCGOWAN

*Mark Cebidge*

Mark CEBIDGE



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COMPANIES HOUSE

\*ALN25248\*

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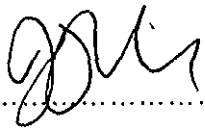
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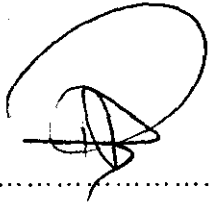
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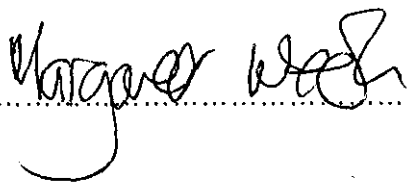
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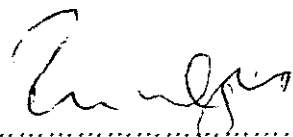
D Medley



P Fellone



M Weeks



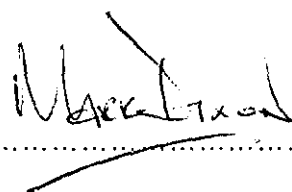
R Wright



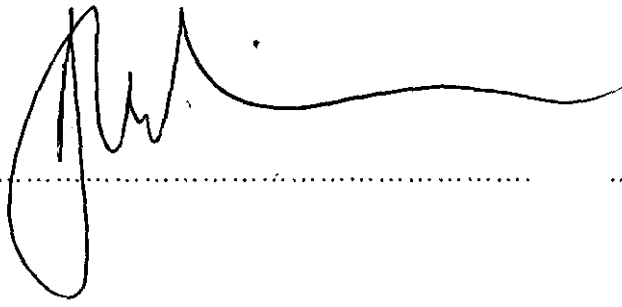
R Lim



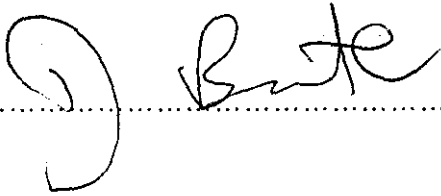
D Smith



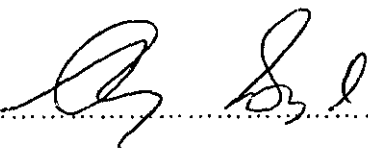
M Dixon



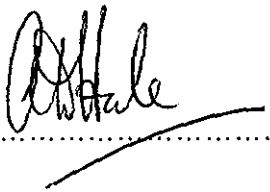
D Asquith



D Baxter



S Boyd



A Hale



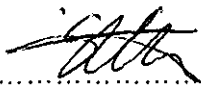
S Marsh



P Masters



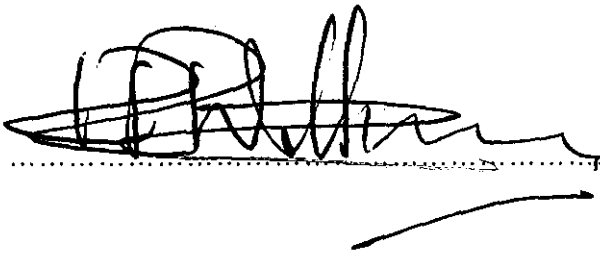
M Panes



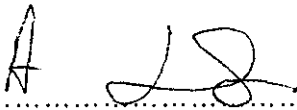
S Willis



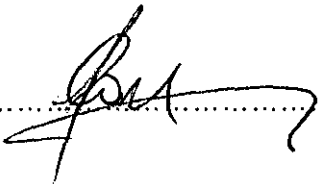
A Little



K Wilkinson



A Lumb



A Cory



Abacus Trust Company (IOM)