

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

OF

WALLIS RETAIL LIMITED

(the "Company")

WE, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, **RESOLVE**, in accordance with section 381A of the Companies Act 1985 to pass the following as written resolutions:

1. THAT the authorised share capital of the Company be increased to £6,700 by the creation of an additional 4,884 ordinary shares of £1 each and 1,716 cumulative participating preference shares of £1 each.
2. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £6,700 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the date following 5 years after the date hereof but the Company may within that period make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement.

These written resolutions in paragraphs 1 and 2 take effect as ordinary resolutions.



Signature: _____



for and on behalf of **ARCADIA GROUP PLC**

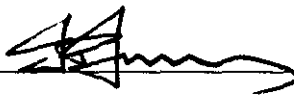
Date: _____

17/8/01

Date sent to auditors: _____

14/08/01

Signature: _____



for and on behalf of **STANCEPOWER LIMITED**

Date: _____

17/8/01

Date sent to auditors: _____

14/08/01