

4313439

WACOAL (UK) LIMITED
Company number 04313439
(the "Company")

WEDNESDAY



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A227PSBD

22/08/2007

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COMPANIES HOUSE

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS PURSUANT
TO SECTION 381A OF THE COMPANIES ACT 1985 AND ARTICLE 9 OF THE ARTICLES OF
ASSOCIATION OF THE COMPANY

We, the undersigned, **HEREBY PASS** the following resolutions as written resolutions and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held

Ordinary Resolution

- 1 **THAT** the authorised share capital of the Company be and is increased by the creation of 900,000 ordinary shares of £1 each, each ranking *pari passu* in all respects with the existing ordinary shares of £1 each in the capital of the Company, as a result of which the Company's authorised share capital is increased from £100,000, being 100,000 shares of £1 each to £1,000,000, being 1,000,000 ordinary shares of £1 each
- 2 **THAT** the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £100,000 provided that this authority is for a period expiring five years from the date of this resolution but the company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority is in substitution for all subsisting authorities, to the extent unused

Special Resolution

- 1 **THAT**, subject to the passing of the resolution referred to at ordinary resolution 2 above, the directors be and they are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) to section 94(3A) of the Act) wholly for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by resolution 2 above up to an aggregate nominal value of £100,000 as if

section 89(1) of the Act did not apply to any such allotment, provided that this authority shall, unless renewed, varied or revoked, expire five years from the date of this resolution, but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

Dated this 20 day of August 2007



(as authorised signatory for WACOAL AMERICA INC)