

**WRITTEN RESOLUTIONS  
OF  
DARIUS CAPITAL LIMITED  
(Company Number 05940388)**

(the "Company")

FRIDAY



**Passed 27 March 2007**

We, the undersigned, being the sole member of the Company entitled to attend and vote at general meetings thereof HEREBY PASS the following resolutions as special resolutions of the Company as specified below pursuant to section 381A Companies Act 1985 and confirm that such resolutions shall be as valid and effectual as if they had been passed at an extraordinary general meeting of the Company duly convened and held

**SPECIAL RESOLUTIONS**

- 1 **THAT** notwithstanding any existing provisions of the Memorandum or Articles of Association of the Company, the Company's execution and delivery of each of the documents listed below in connection with the proposed acquisition by A R Holdings Limited (the "**Purchaser**") of the entire issued share capital of the Company, as referred to in the statutory declarations made by the directors of the Company (which events would constitute the giving by the Company of financial assistance (as defined by section 151 of the Companies Act 1985)) be and are hereby approved
  - (a) a senior facilities agreement (the "**Facilities Agreement**") proposed to be entered into between the Purchaser, the Company, Austin Reed Group Limited ("**ARGL**"), Austin Reed Credit Services Limited ("**ARCSL**"), Austin Reed Limited ("**ARL**"), Country Casuals Holdings Limited ("**CCHL**") and Country Casuals Limited ("**CCL**") (the Purchaser, the Company, ARGL, ARCSL, CCHL and CCL together being referred to as the "**Group**") and Landsbanki Islands H F (the "**Bank**") pursuant to which the Bank would make available to the Company sterling term loan facilities of up to £18,750,000 (the "**Facilities**") By entering into the Facilities Agreement the Company will give certain representations and warranties, covenants, indemnities and rights of set-off to the Bank to enable the Bank to make the Facilities available,
  - (b) a debenture (the "**Debenture**") proposed to be entered into by the Company and each other member of the Group in favour of the Bank (in its capacity as security trustee), pursuant to which the Company would create fixed and floating charges over all its property, assets and undertaking, both present and future, in favour of the Bank (as security trustee) by way of security for the payment and discharge of all obligations and liabilities of the Company to the Bank and to Landsbanki Commercial Finance ("**Landsbanki CF**") The Debenture contains a further assurance clause which would entitle the Bank (as security trustee) to call for additional security documents to be entered into at its request to, amongst other things, perfect by way of legal charge a charge which as created under the Debenture was merely equitable,
  - (c) an intercreditor deed (the "**Intercreditor Deed**") proposed to be entered into between the Bank (in various capacities), each member of the Group, Landsbanki CF and the Investors (as defined therein) the Company would

acknowledge the priority of security and ranking of payments and other contractual arrangements made between the parties thereto,

- (d) an intra-group loan agreement (the **"Intra-Group Loan Agreement"**) proposed to be entered into between each member of the Group (as borrowers) (each a **"Borrower"**) and each member of the Group (other than the Purchaser) (as lenders) (each a **"Lender"**) pursuant to which the Borrowers would make a sterling revolving credit facility of up to an aggregate amount of £65,000,000 available to the Lenders, to include a loan of £26,802,000 to be made by ARL to the Company to refinance certain indebtedness of the Company incurred in connection with the acquisition of the entire ordinary share capital of ARGL by the Company on 1 February 2007, and
- (e) a corporate guarantee proposed to be entered into by the Company and each other member of the Group in favour of Landsbanki CF pursuant to which the Company would guarantee the payment and discharge by ARL and CCL of their obligations and liabilities to Landsbanki CF under a credit facilities agreement (i) and a debt purchase agreement (ii) entered into between ARL, CCL and Landsbanki CF and further indemnify Landsbanki CF in respect of such liabilities,

the documents referred to in (a) to (e) above referred to together as the **"Documents"**

The original statutory declarations and their annexed auditors' reports required by Section 156(4) of the Companies Act 1985 have been made available to each of the members of the Company

2 **THAT** the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms thereof and accordingly, such entry and granting, and the giving of such financial assistance, is in the best economic, strategic, financial and commercial interests of the Company and notwithstanding any personal interest, the board of directors of the Company be and it is hereby specifically authorised, empowered and directed in the name of and on behalf of the Company to

- (a) execute and deliver each of the Documents in the form produced to the meeting or with such amendments as they shall in their discretion approve, and
- (b) enter into such documentation and to take such action as may be required in order to carry out the matters referred to above



For and on behalf of  
**Starlight Investments Limited**

A copy of this resolution was provided to the auditors at the same time as to the sole member