

VICTORIA'S SECRET UK LIMITED
(the "Company")

MEMBER'S WRITTEN RESOLUTION

July 8 2011 (the "Circulation Date")

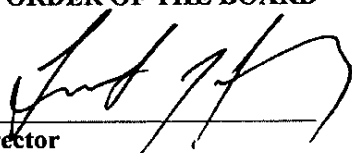
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution").

SPECIAL RESOLUTION

- 1 That the name of the Company be changed to **VICTORIA'S SECRET UK II LIMITED**

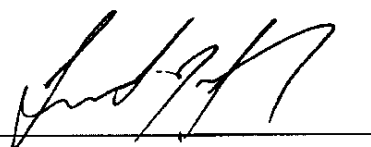
Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

BY ORDER OF THE BOARD


Director

AGREEMENT

WE THE UNDERSIGNED, being the members of the Company entitled to vote on the Resolution on July 8 2011, HEREBY IRREVOCABLY AGREE to the Resolution.



Authorised Signatory
for and on behalf of
New Bond Street Properties Ltd

Dated July 8 2011

NOTES

- 1 To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand or by post to The Company Secretary, 100 New Bond Street, London, EC4V 6JA
- 2 Once you have signified your agreement to the Resolution you may not revoke your agreement
- 3 Unless within 28 days of the Circulation Date (where the Circulation Date counts as day 1) sufficient agreement has been received for the Resolution to pass, it will lapse
- 4 The Resolution was circulated to the members on the Circulation Date

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COMPANIES HOUSE



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 7581210

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

VICTORIA'S SECRET UK LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

VICTORIA'S SECRET UK II LIMITED

Given at Companies House on **11th July 2011**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES