

CERTIFIED TO BE A TRUE  
COPY OF THE ORIGINAL  
*BAKER & MCKENZIE LLP*  
BAKER & MCKENZIE LLP  
SOLICITORS  
100 NEW BRIDGE STREET  
LONDON  
EC4V 6JA

**VICTORIA'S SECRET UK II LIMITED**

Company Number. 07581210

(the "Company")

Baker & McKenzie LLP  
Solicitors  
100 New Bridge Street  
London EC4V 6JA  
DX. 233 Chancery Lane, London  
Tel. 020 7919 1000

**SOLE MEMBER'S WRITTEN RESOLUTIONS**

Circulation Date December 8, 2011 (the "Circulation Date")

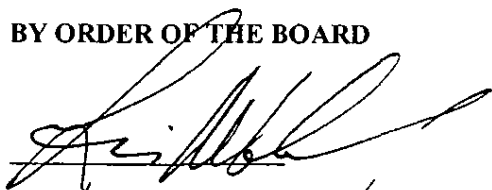
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as special resolutions (together the "**Resolutions**")

**SPECIAL RESOLUTIONS**

- (1) THAT the Company be re-registered as an unlimited company under the Companies Act 2006 and that the name of the Company be and is changed to "Victoria's Secret UK II", and
- (2) THAT with effect from the date of the re-registration of the Company as an unlimited company under the Companies Act 2006 the articles of association of the Company contained in the document attached to these written resolutions and for the purposes of identification signed by the chairman of the board be approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company

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

**BY ORDER OF THE BOARD**

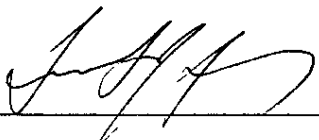


Luis F Machado, Director



## AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date, HEREBY IRREVOCABLY AGREE to each of the Resolutions



Timothy J Faber  
duly authorised signatory  
for and on behalf of  
**Victoria's Secret UK Limited**

Dated December 8, 2011

## NOTES

- 1 To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by returning the signed copy by hand or post to Nikki Wilson at 100 New Bridge Street, London, EC4V 6JA, or by attaching a scanned copy of the signed document to an e-mail and sending it to [nikki.wilson@bakermckenzie.com](mailto:nikki.wilson@bakermckenzie.com)
- 2 Once you have signified your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by the 28<sup>th</sup> day following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document