

The Companies Act 1985
Company Limited by Shares

Resolutions

of

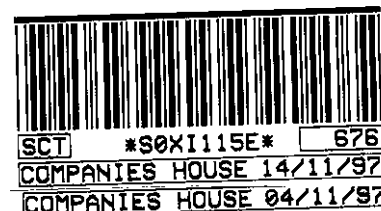
FLORENCE CLOTHIERS (SCOTLAND) LIMITED
(Registered No. 71477)

Passed 3 March 1997

At an Extraordinary General Meeting of the above named Company, duly convened, and held at Florence House, Block 79, Kelvin Avenue, Glasgow on the 3 March 1997 the following subjoined Resolutions were duly passed, Nos. 1 and 2 as Ordinary Resolutions and Nos. 3, 4, 5 and 6 as Special Resolutions:-

1. That the authorised share capital of the Company be increased from £36,000 divided into 35,000 ordinary shares of £1 each ("Ordinary Shares") and 1,000 'A' ordinary shares of £1 each ("A' Ordinary Shares of £1") to £40,050 divided into 35,000 Ordinary Shares, 1000 'A' Ordinary Shares of £1 and 405,000 'A' ordinary shares of 1p each ("A' Ordinary Shares of 1p") by the creation of 405,000 'A' Ordinary Shares of 1p having the rights attached thereto by the Articles of Association of the Company (as amended following the passing of Resolution 6 set out below).
2. (a) That in accordance with section 80 of the Companies Act 1985, the Directors of the Company are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities of the Company (as defined in that section) up to a maximum nominal amount equal to the nominal amount of the Company's unissued share capital to such persons at such times and upon such terms and conditions as they may determine (subject to the provisions of the Company's Articles of Association).
- (b) This authority shall expire on the fifth anniversary of the passing of this resolution, although the Company may make an offer or agreement before that date which would or might require relevant securities to be allotted after

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Directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired.

3. That in accordance with Section 95(1) of the Companies Act 1985, the Directors are hereby authorised to allot relevant securities pursuant to any authority conferred upon them under Section 80 of that Act as if Section 89(1) of that Act did not apply.
4. That the Board of Directors of the Company may by resolution of that body and subject to such conditions as it may determine, offer to the holders of the 'A' Ordinary Shares of £1 the right to elect to receive 'A' Ordinary Shares of 1p, credited as fully paid, instead of the whole (or some part, if so determined by the Board of Directors) of any dividend declared and so that the nominal value of the 'A' Ordinary Shares of 1p so offered may be less than or equal to the dividend and the actual value thereof may be less than equal to or more than the dividend. The following provisions shall apply:
 - (a) the resolution of the Board of Directors may specify a particular dividend, or may specify all or any dividend declared within a specified period or periods;
 - (b) no fraction of a share shall be allotted;
 - (c) the Board of Directors shall, after determining the basis of allotment, notify the holders of the 'A' Ordinary Shares of £1 in writing of the right of election offered to them, and specify the procedure to be followed and place at which, and the latest time by which, elections must be lodged in order to be effective;
 - (d) the Board of Directors may exclude from any offer any holders of the 'A' Ordinary Shares of £1 where the Board of Directors considers that the making of the offer to them in respect of such shares would or might involve the contravention of the laws of any territory or that for any other reason the offer should not be made to them or in respect of such shares;
 - (e) unless the Board of Directors otherwise determines, every duly effected election in respect of any 'A' Ordinary Shares of £1 shall be binding on every successor in title to the holder thereof;
 - (f) the dividend (or that part of the dividend in respect of which a right of election has been offered) shall not be satisfied by payment in cash to the holders of the 'A' Ordinary Shares of £1

in respect of which an election has been duly made (the "elected 'A' Ordinary Shares of £1") and instead 'A' Ordinary Shares of 1p shall be allotted to the holder of the elected 'A' Ordinary Shares of £1 on the basis of allotment determined as aforesaid. For such purpose the Board of Directors may capitalise, out of any amount for the time being standing to the credit of any reserve or fund (including any share premium account or capital redemption reserve) or of any of the profits which could otherwise have been applied in paying dividends in cash as the Board of Directors may determine, a sum equal to the aggregate nominal amount of the 'A' Ordinary Shares of 1p to be allotted on that basis and apply it in paying up in full the appropriate number of unissued 'A' Ordinary Shares of 1p for allotment and distribution to the holders of the elected 'A' Ordinary Shares of £1 on that basis. A resolution of the Board of Directors capitalising any part of such reserve or fund or profits shall have the same effect as if such capitalisation had been declared by ordinary resolution of the Company in accordance with Regulation 110 of Table A modified mutatis mutandis for the purpose and in relation to any such capitalisation the Board of Directors may exercise all the powers conferred on them by Regulation 110 of Table A as so modified without need of such ordinary resolution;

- (g) the Board of Directors may do such acts and things which it considers necessary or expedient to give effect to any such capitalisation and may authorise any person to enter on behalf of all the members interested as their attorney into any agreement with the Company providing for such capitalisation and any incidental matters and any agreements so made shall be binding on all concerned.

5. That the Board of Directors be and it is hereby authorised to allot the numbers of 'A' Ordinary Shares of 1p to the members of the Company (being the holder of 'A' Ordinary Shares of £1, if they have made an election in accordance with Resolution 4(f) set out above):

<u>Shareholder</u>	<u>No of 'A' Ordinary Shares of 1p</u>
H L Hyman	161,190
L Hyman	41,310
P B Stern	162,810
S Stern	36,690

6. That the Articles of Association of the Company be and they are hereby amended as follows:

(a) by the deletion of the existing Article 3 and by the substitution therefor of the following new Article 3:

"3 The Company's share capital is £40,050 divided into 35,000 ordinary shares of £1 each ("Ordinary Shares"), 1000 'A' ordinary shares of £1 each ("A' Ordinary Shares of £1") and 405,000 'A' ordinary shares of 1p each ("A' Ordinary Shares of 1p")

(b) by the deletion of the existing Article 4 and by the substitution therefor of the following new Article 4:

"4 The rights attaching to the respective classes of shares shall be as follows:-

4.1 Income

The profits of the Company available for distribution shall be applied as follows:-

4.1.1 save with the prior written consent of all of the shareholders of the Company the profits which the Company in general meeting may determine to distribute in respect of any financial year shall be distributed amongst the holders of the Ordinary Shares, the 'A' Ordinary Shares of £1 and the 'A' Ordinary Shares of 1p (pari passu as if the same constituted one class of share).

4.1.2 every dividend shall be distributed to the appropriate shareholders pro rata according to the amounts paid up or credited as paid up on the shares held by them respectively.

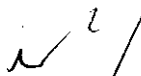
As regards capital

4.2 On a return of capital on liquidation or otherwise the assets of the Company available for distribution among the members shall be applied in the following manner and order of priority:

(i) firstly, in paying to the holders of the Ordinary Shares an amount in respect of each Ordinary Share equal to

the amount paid up or credited as paid up on each such share including premium;

- (ii) secondly, in paying to the holders of the 'A' Ordinary Shares of £1 and the 'A' Ordinary Shares of 1p pro rata an amount in respect of each 'A' Ordinary Share of £1 and each 'A' Ordinary Share of 1p equal to the amount paid up or credited as paid up on each such share including premium; and
- (iii) finally, the balance of such assets, if any, shall belong to and be distributed amongst the holders of the Ordinary Shares, the 'A' Ordinary Shares of £1 and the 'A' Ordinary Shares of 1p pari passu in proportion to the numbers of Ordinary Shares, 'A' Ordinary Shares of £1 and 'A' Ordinary Shares of 1p held by them respectively."


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Secretary