

Company No 1766632

The Companies Act 1985 to 1989

Private Company Limited by Shares

Written Resolutions



A & M BARGAINS (WYRE) LIMITED

We, the undersigned, being all the members of the Company who at the date of the resolutions would be entitled to attend and vote at general meetings of the company **HEREBY PASS** the following resolutions as Special Resolutions and agree that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

- 1) That the 100,000 shares of £1 each in the capital of the Company be and are hereby designated as "A" Shares of £1 each. ✓
- 2) That, subject to the passing of the Special Resolution numbered 3 below, 50,000 "A" shares of £1 each in the capital of the company be and are hereby converted into "B" shares of £1 each in the capital of the Company with the rights set out in the Memorandum of Association of the Company as amended by the Special Resolution 3 below.
- 3) That, subject to the passing of the Special Resolution numbered 2 above, the Memorandum of Association of the Company be amended by replacing Regulation 5, with the following:

"5" The capital of the Company as at the adoption of this Memorandum is £100,000 divided into 50,000 "A" shares of £1 each and 50,000 "B" shares of £1 each having the following rights and privileges:

Dividend Rights

- i) The profits of the Company which it may from time to time be determined to distribute by way of dividend shall be applied in paying the same to the holders of the "A" shares and the "B" shares or to the holders of the "A" shares to the exclusion of the "B" shares and vice versa at such rates and in such proportions as the Company shall from time to time determine.

Surplus Assets in Liquidation

- ii) In a winding-up the surplus assets of the Company shall after repayment of the share capital paid up on the "A" shares and the "B" shares respectively be applied in paying the same to the holders of the "A" shares to the entire exclusion of the holders of the "B" shares.

Voting Rights

iii)

- a) The holders of "A" shares shall be entitled to receive notices of all general meetings of the Company and to vote thereat and on a poll shall be entitled to one vote per share held.
- b) The holders of "B" shares shall be entitled to receive notices of all general meetings of the Company and to be present thereat but shall not be entitled to vote thereat".

- 4) That the directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot the "A" ordinary shares and "B" ordinary shares in the Company at any time or times within a period of five years from the date hereof.

Dated this 31ST day of May 2002.

Signed


A W Mayman


A D Mayman