

No. 2352435

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

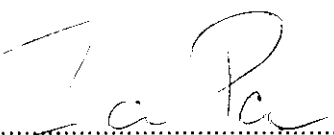
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HAMLEYS PLC

(Effective 27TH October 2003)

The following resolutions were duly agreed to by the sole member of the above-named company (the "**Company**") in accordance with Article 65 of the Articles of Association of the Company with effect from 27TH October 2003 THAT:-

1. the Company re-register as a private company limited by shares and that:-
 - 1.1 subject to the consent of the Registrar of Companies, the name of the Company be changed to "The Hamleys Group Limited";
 - 1.2 the present clause 2 be deleted from the Memorandum of Association of the Company and the present clauses 3 to 6 be renumbered as clauses 2 to 5; and
 - 1.3 by reason of the Company re-registering as a private company limited by shares and changing its name, the Company's Articles of Association be amended to reflect the change in the Company's name from "Hamleys plc" to "The Hamleys Group Limited".


.....
Director

