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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**

**OF**

**BLECKMANN (HOLDING) U K LIMITED**

**(the "Company")**

**Passed on 9 June 2011**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company passed the following resolutions on 9 June 2011

**ORDINARY RESOLUTIONS**

- 1 **THAT** in accordance with paragraph 42(2)(b) of Schedule 2 to the Act (Commencement No 8, Transitional Provisions and Savings) Order 2008, the authorised share capital clause of the Company be and hereby is removed on and with effect from the passing of this resolution
- 2 **THAT** subject to the passing of resolution 2 and in accordance with paragraph 43 of Schedule 2 to the Act (Commencement No 8 Transitional Provisions and Savings) Order 2008, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) in accordance with section 550 of the Act
- 3 **THAT**, subject to the passing of resolutions 2 and 3 and in accordance with regulation 110 of Table A of the Companies Act 1985 that applies to the Company's articles of association and pursuant to the recommendation of the directors of the Company 2,998,105 ordinary shares of £1 00 each in the share capital of the Company to be allotted as fully paid at par value to the sole member of the Company, TNT Fashion Group BV

**SPECIAL RESOLUTION**

**THAT** subject to the passing of resolutions 1, 2, and 3 and in accordance with section 569 of the Act, the rights of pre-emption contained in sections 561 and 562 of the Act shall not apply to the proposed allotment of 2,998,105 ordinary shares of £1 00 each in the capital of the Company to TNT Fashion Group BV

*MF O'Rourke*

**MF O'Rourke**  
**Director/Secretary**

THURSDAY



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23/06/2011

COMPANIES HOUSE

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