

STELLA MCCARTNEY LTD (the "Company")

Company No. 04169969

PRIVATE COMPANY LIMITED BY SHARES

NOTIFICATION OF WRITTEN RESOLUTION OF THE COMPANY PROPOSED BY THE DIRECTORS AND HAVING EFFECT AS A SPECIAL RESOLUTION OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006

CIRCULATION DATE: July 15th 2010

DATE PASSED: July 15th 2010

I, the undersigned, being a director of the Company, hereby certify that the following written resolution was circulated to all eligible members of the Company on the Circulation Date and that the written resolution was received, duly signed by the requisite number of members and was duly passed on the date above

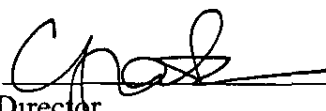
SPECIAL RESOLUTION

THAT

the share premium account of the Company amounting to £20,842,998 be cancelled

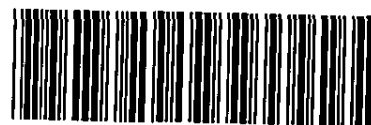
AND THAT £20,842,998 be credited to the profit and loss account of the Company.

Signed


Director

Date: July 15th 2010

TUESDAY



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COMPANIES HOUSE