

Company number: 02568406

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**FOOT LOCKER U.K. LIMITED (the Company)**

WE HEREBY CERTIFY THIS  
TO BE A TRUE COPY OF  
THE ORIGINAL DOCUMENT  
*Walker Morris*  
15.10.2009  
WALKER MORRIS

Circulation Date: 9 October 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution.

**SPECIAL RESOLUTION**

THAT, the issued share capital of the Company be and is reduced from £18,411,845 to £14,911,845 by £1.00 per share on 3,500,000 issued and fully paid ordinary shares of £1.00 each registered in the name of Foot Locker Europe B.V. being repaid to Foot Locker Europe B.V. as paid up share capital which is in excess of the Company's wants.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement or not to the resolution.

	For	Against
<b>SPECIAL RESOLUTION</b>	X	

The undersigned, a person entitled to vote on the resolution on the Circulation Date, irrevocably agrees or disagrees to the resolution as indicated above.

Signed *Richard Adol*

Dated 9 October 2009



## NOTES

- 1 As required by section 642(2) of the Companies Act 2006, enclosed with this document is a copy of the solvency statement which has been signed by each of the directors of the Company, confirming that each of the directors have formed the opinion that as at the date of the solvency statement:
  - 1.1 there was no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts; and
  - 1.2 the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of the solvency statement.
- 2 If you wish to vote in favour of the resolution, please indicate your agreement, sign and date this document where indicated above and return it to the Company using one of the following methods:
  - by hand: delivering the signed document to the Company Secretary at 363-367 Oxford Street, London, W1C 2LA; or
  - by post: returning the signed document to the Company Secretary at 363-367 Oxford Street, London, W1C 2LA.
- 3 If you do not agree with the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- 5 The resolution is proposed as a special resolution which means that it will be passed if the Company receives before the date being 28 days after the Circulation Date this document signed by members representing 75 per cent or more of the total voting rights of eligible members. Where, by the date being 28 days after the Circulation Date, insufficient agreement has been received for the resolution to be passed, the resolution will lapse.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a certified copy of the relevant power of attorney or authority when returning this document.