


THE COMPANIES ACT 1985

FOOT LOCKER UK LIMITED (the Company)


Being the members of the Company entitled to receive notice and attend and vote at general meetings of the Company, we UNANIMOUSLY PASS the following resolutions of the Company pursuant to regulation 53 of Table A scheduled to the Companies (Tables A to F) Regulations 1985 (as amended), such regulations being incorporated into the Company's articles of association by article 1 of such articles of association:

- 1 That with effect from the passing of this resolution the authorised share capital of the Company is increased from £18,250,462 to £18,450,462 by the creation of a further 200,000 new ordinary shares of £1 each in the capital of the Company.
- 2 That, pursuant to the provisions of section 80 of the Companies Act 1985 (the Act), the directors are generally and unconditionally authorised to exercise all powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of relevant securities (within the meaning of that section) up to an aggregate nominal amount equal to the nominal amount of the authorised but unissued share capital immediately following the passing of this resolution, provided that this authority shall expire five years after the passing of this resolution save that the directors may before the expiry of the authority granted by this resolution make a further offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.
- 3 That, subject to the passing of resolution 2, the directors be and they are empowered pursuant to section 95 of the act to allot equity securities (as defined in section 94 of the act) for cash pursuant to the authority conferred upon them by resolution 2 as if section 89(1) of the act did not apply to any such allotment.



 Michael Zawovsky, Director
 Foot Locker Europe B.V.

24 - Nov 2004
 Date



 Antonius Vervijmeren, Director
 FLE Holdings B.V.

24 - NOV 2004
 Date



A27 *AQ3BR136* 0424
 COMPANIES HOUSE 15/12/04
 A28 *AGNT90R6* 0516
 COMPANIES HOUSE 03/12/04