

Company number 05570073

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
SHOE ZONE GROUP LIMITED**

(the "Company")

Circulated on 6th February 2014 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as a special resolution (the "Resolution"):

SPECIAL RESOLUTIONS

- 1 "THAT subject to the passing of resolution 2 the terms of the agreements between (1) M J Smith 1999 Discretionary Settlement and Company and (2) Michael John Smith and the Company for the purchase by the Company of (i) 43,519 fully paid up "B" ordinary shares of £0 01 each in the case of M J Smith 1999 Discretionary Settlement, (ii) 29,268 fully paid up "A" ordinary shares of £0 01 each and (iii) 15,018 "B" ordinary shares of £0 01 each in the case of Michael John Smith as set out in the agreements produced to the shareholders of the Company (the "Agreements"), and appended hereto, be and hereby are approved and the Company be and hereby is authorised to enter into the Agreements "
- 2 "THAT the directors are generally and unconditionally authorised to approve the Agreements as if article 8 2 of the articles of association of the Company does not apply "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, the sole member eligible to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolutions

Signed

J.C.P. [Signature]

Charles Smith, Shareholder

Date

6th Feb

2014

FRIDAY



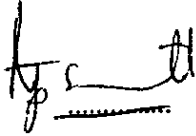
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Anthony Smith, Shareholder

Date

6 FEB

2014

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period