

Company Number 05570073

THE COMPANIES ACT 2006

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 resolution be passed as an ordinary resolution (the "**Resolution**")

ORDINARY RESOLUTION

"**THAT** any director of the Company, notwithstanding any actual or potential conflict of interest or duty which may have arisen or may arise directly or indirectly (the "**Conflict**") in connection with the purchase by the Company of (1) 43,519 fully paid up "B" ordinary shares of £0.01 from M J Smith 1999 Discretionary Settlement, (2) 29,268 fully paid up "A" ordinary shares of £0.01 from Michael John Smith and (3) 15,018 fully paid up "B" ordinary shares of £0.01 from Michael John Smith in the capital of the Company (the "**Buybacks**") be and hereby is authorised to approve, execute, sign, deliver and perform, and procure to be executed, delivered, signed and performed on behalf of the Company, all such agreements, deeds, certificates, instruments or other documents and to take all such other and further actions (if any) as it may be necessary to have approved, executed, signed, delivered, performed and taken on behalf of the Company in connection with the Buybacks or to give effect thereto

The shareholders authorise the Conflict (including any conflict that may arise pursuant to section 175 of the Companies Act 2006) and authorise the directors to consider and vote on the Buybacks, notwithstanding the Conflict "

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AGREEMENT

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

The undersigned, being the only person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed:

J.C.P. Lee

Charles Smith, Shareholder

Date 6 Feb 2014

Anthony Smith

Anthony Smith, Shareholder

Date 6 Feb 2014

NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to its registered office address
- 2 If you do not agree to the Resolution, 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 Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period