

**NOTICE OF EGM TO APPROVE TRANSACTION,
WITH CONSENT TO SHORT NOTICE**

Company Number 3342369

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

C. & J. CLARK (NO.1) LIMITED (the "Company")

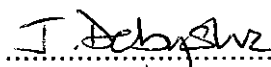
Notice is hereby given that an extraordinary general meeting of the Company will be held at 40 High Street, Street, Somerset on 10 November 1997 at 10.30 am to consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions of the Company.

Resolutions

1. That the Supplemental Agreement to the Revolving Credit Facility Agreement dated 4 July 1997 between (1) C. & J. Clark (1997) Limited (1) C. & J. Clark (No.1) Limited (3) C. & J. Clark Limited (4) C. & J. Clark International Limited and (5) National Westminster Bank PLC (the "Facility Agreement"), and the transactions contemplated thereunder be approved.
2. That this resolution shall have effect notwithstanding any provision of the Company's Memorandum and Articles of Association.

Dated: 6 November 1997

By order of the Board


.....
Secretary

A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint a proxy to attend and vote on a poll in his place. A proxy need not be a member of the Company.

