

THE COMPANIES ACTS 1948 TO 1985

ORDINARY RESOLUTION

Pursuant to section 378 of the Companies Act 1985

To the Registrar of Companies



Company Number

2129238

Name of Company

Dunelm Soft-Furnishings Limited

Passed: 31 March 1998

At an extraordinary general meeting of the above-named company duly convened and held at The Rex, Marlborough Square, Coalville, Leicestershire on the 31st day of March 1998 the undermentioned resolution was passed as an ordinary resolution:

THAT upon the recommendation of the Directors, it is desirable to capitalise the sum of £1,999,896 (being part of the amount standing to credit of the Company's revenue reserves) and that such sum be capitalised and accordingly the Directors be authorised and directed to appropriate the said sum to the holders of the Ordinary Shares in the capital of the Company registered at the close of business on 31 March 1998 and to apply such sum in paying up in full at par on behalf of such holders 1,999,896 Ordinary Shares of £1.00 each (ranking pari passu in all respects with the existing issued Ordinary Shares of the Company) and that such shares be allotted and distributed credited as fully paid up to and among the said holders pro rata to their existing holdings and so that the Directors shall have full power to do such acts and things required to give effect to the said capitalisation, allotment and distribution.

Signed:  (Director/Secretary)

Date: 14 APRIL 1998

Note: to be filed within 15 days after the passing of the resolution.

Presentor's name, address and reference (if any):

Clear & Lane (Chartered Accountants), 340 Melton Road,  
LEICESTER, LE4 7SL. Tel: 0116-2610061