

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Resolutions

of

Baskin-Robbins Eastern Limited

At an extraordinary general meeting of the Company duly convened and held on 17 June 1999 the following Resolutions were duly passed as an Ordinary and Special Resolution:


Ordinary Resolution

That the capital of the Company be increased from £20,000 to £40,000 by the creation of a further ten thousand A ordinary shares and a further ten thousand B ordinary shares of £1 each to rank pari passu in all respects with the existing "A" and "B" ordinary shares of £1 each in the capital of the Company.

Special Resolution

That:

- (a) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period ending on the date of the next Annual General Meeting or on 17 June 2004, whichever is the earlier, all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £20,000;
- (b) pursuant to and during the period of the said authority the Directors be empowered to allot equity securities wholly for cash as if Section 89(1) of the said Act did not apply to any such allotment;
- (c) by such authority and power the Directors may during such period make offers or agreements which would or might require securities to be allotted after the expiry of such period; and
- (d) words and expressions defined in or for the purposes of Part IV of the said Act shall bear the same meanings herein.


Chairman

