

# 17 - 09 - 97

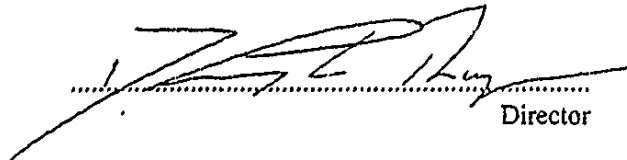
Company Number 2263726

WHITTARD OF CHELSEA Plc

The following Resolution was passed as an Ordinary Resolution at the Annual General Meeting of Whittard of Chelsea Plc held on Friday 25th October 1996:

**ORDINARY RESOLUTION**

"THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") to exercise all powers of the Company to allot relevant securities (with the meaning of Section 80(2) of the Act) up to a maximum nominal amount of £238,044, such authority (unless previously revoked or varied by the Company in general meeting) to expire at the date of the Annual General Meeting of the Company to be held in 1997, provided that the Directors may allot relevant securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date."

  
Director

