

WHITTARD OF CHELSEA Plc

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

SPECIAL RESOLUTION

"That the Directors be and are hereby empowered in accordance with Section 95 of the Companies Act 1985 ("the Act") to allot equity securities (as defined in Section 94(2) of the Act) of the Company for cash pursuant to the authority conferred by resolution 5 above as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to :-

- (i) the allotment of equity securities in connection with an offer by way of rights in favour of the holders of equity securities in proportion (as nearly as may be possible) to the respective number of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical or legal or practical problems in respect of overseas holders or otherwise; and
- (ii) the allotment of equity securities (otherwise than pursuant to (i) above) up to an aggregate minimal amount of £39,674;

and this power shall expire at the date of the Annual General Meeting of the Company to be held in 1997, provided that the Company may make an offer or agreement before such expiry which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired."

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J.A.C. H.W. Director

