

Company Number 2263726



WRITTEN RESOLUTION OF
WHITTARD OF CHELSEA LIMITED

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of, and to attend and vote at, General Meetings of the Company HEREBY PASS the following written resolutions and agree that the said resolutions shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. THAT:

- (a) Each of the issued and unissued ordinary shares of 1p each in the Company be redesignated as an ordinary share of 1p in the Company and (as consolidated pursuant to Resolution 3 below) having the rights and being subject to the restrictions set out in the Articles of Association of the Company to be adopted by Resolution 10 below;
- (b) Each of the issued and unissued "B" ordinary shares of 1p each in the Company be redesignated as an ordinary share of 1p in the Company ranking *pari passu* in all respects and forming one class of share with the ordinary shares of 1p each in the Company arising pursuant to paragraph (a) of this Resolution;
- (c) Each of the issued and unissued 1994 cumulative redeemable preference shares of £1 each in the Company be sub-divided into 100 ordinary shares of 1p each in the Company ranking *pari passu* in all respects and forming one class of share with the ordinary shares of 1p each in the Company arising pursuant to paragraph (a) of this Resolution;
- (d) Each of the issued and unissued 1995 cumulative redeemable preference shares of £1 each in the Company be sub-divided into 100 ordinary shares of 1p each in the Company ranking *pari passu* in all respects and forming one class of share with the ordinary shares of 1p each in the Company arising pursuant to paragraph (a) of this Resolution;

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2. THAT the sum of £304,791.40 standing to the credit of the Company's share premium account and £397,249.26 standing to the credit of the Company's capital redemption reserve be applied in paying up 70,204,066 ordinary shares of 1p each in the Company (such ordinary shares of 1p each to rank *pari passu* in all respects and form one class of shares with the ordinary shares of 1p each in the Company arising pursuant to Resolution 1 above) and that such ordinary shares be available to be allotted, by way of bonus, to existing holders of ordinary shares of 1p each in the Company on the basis of 109 new ordinary shares of 1p each for every ordinary share of 1p each in the Company held.
 3. THAT immediately following the allotment of the ordinary shares of 1p each in the Company pursuant to Resolution 2 above every 5 of the 70,848,140 issued and every 5 of the 69,151,860 unissued ordinary shares of 1p each in the Company be consolidated into one ordinary share of 5p each having the rights and being subject to the restrictions set out in the Articles of Association of the Company to be adopted by Resolution 10 below.
 4. THAT the Company be re-registered as a public limited company.
 5. THAT the name of the Company be changed to Whittard of Chelsea Plc.
 6. THAT the following clause be inserted as a new clause 2 in the Company's Memorandum of Association.

"FOR INFORMATION ONLY - THIS RESOLUTION PROCESSED SEPARATELY"

"2. The Company is to be a public company"

and that the existing clauses of the Company's Memorandum of Association be re-numbered accordingly.
 7. THAT:
 - (a) The Whittard of Chelsea Plc 1996 Employee (Savings Related) Share Option Scheme (the "SAYE Scheme") in the form set out in the draft rules of the SAYE Scheme annexed to this Resolution be approved and adopted subject to such amendments as may be authorised by the Directors of the Company for the purpose of obtaining the approval of the Board of Inland Revenue to the SAYE Scheme;
 - (b) The Whittard of Chelsea Plc 1996 Unapproved Executive Share Option Scheme (the "Unapproved Scheme") in the form set out in the draft rules

of the Unapproved Scheme annexed to this Resolution be approved and adopted.

- (c) the Directors be and they are hereby authorised to do all acts and things necessary to carry the SAYE Scheme and the Unapproved Scheme into effect;
 - (d) in particular but without prejudice to the generality of the foregoing authority, the Directors of the Company be authorised to grant options over ordinary shares in the authorised but unissued share capital of the Company in accordance with the SAYE Scheme and/or the Unapproved Scheme and to allot and issue such ordinary shares upon the exercise of such options; and
 - (e) the Directors of the Company be authorised to vote as Directors on any matters connected with the SAYE Scheme and/or the Unapproved Scheme notwithstanding that they may be interested in the same (save that no Director of the Company may vote or be counted in the quorum on any matters concerning his own participation in the SAYE Scheme or the Unapproved Scheme) and any contrary provisions of the Company's Articles of Association be accordingly suspended or relaxed to that extent.
8. THAT the Directors of the Company, in substitution for all authorities previously conferred upon them (save to the extent that the same may already have been exercised), be authorised generally and unconditionally for the purposes of section 80 of the Companies Act 1985, to allot or grant options over relevant securities (as therein defined) to a maximum aggregate nominal amount of £1,393,559.26, such authority to expire at the end of the next annual general meeting of the Company save where the Directors of the Company exercise such authority pursuant to an offer or agreement made prior to such time.
9. THAT the Directors of the Company be and they are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (as defined in section 94 of that Act) for cash as if section 89(1) of that Act did not apply to any such allotment, provided that this power shall be limited:
- (i) the allotment of equity securities up to an aggregate nominal amount of £85,000 in connection with the placing of ordinary shares of the

Company as described in a prospectus be payable by the Company on 21 June 1996.

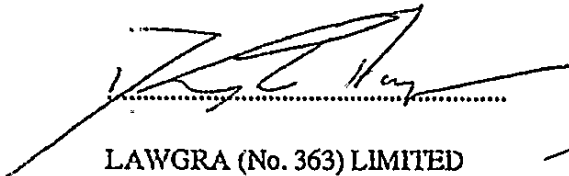
- (ii) to the allotment of equity securities in connection with an issue of ordinary shares in favour of ordinary shareholders and other persons entitled to participate therein, where the equity securities attributable to the interests of all ordinary shareholders and such other persons' holdings are proportionate (as nearly as they may be) to the respective number of ordinary shares held by them, subject to such exclusions or arrangements in relation to fractional entitlements or the laws of any territory or any regulatory bodies as the Directors shall deem necessary;
- (iii) to the allotment of equity securities upon the exercise of any options granted pursuant to the terms of the SAYE Scheme and the Unapproved Scheme as referred to in Resolution 7 above; and
- (iv) the allotment (otherwise than pursuant to (i), (ii) or (iii) above) of equity securities up to an aggregate nominal amount of £39,674.00.


and shall expire at the end of the next annual general meeting of the Company save where the Directors exercise such power pursuant to an offeror agreement made prior to such time.

10. THAT the regulations set out in the printed document annexed to this Resolution be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, its existing Articles of Association.

INFORMATION ONLY
 FOR INFORMATION OF THE COMPANY
 - THIS RESOLUTION PROCESSED SEPARATELY

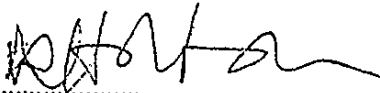
Dated 17 June 1996


 LAWGRA (No. 363) LIMITED

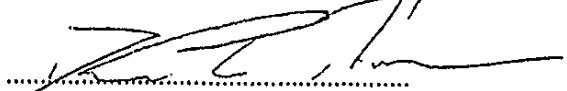

 ONSLOW BOYD GROUP LIMITED

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JTG DONNELLY and TR DONNELLY
by her attorney

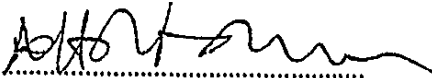


WILLIAM HOBHOUSE

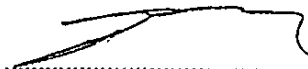


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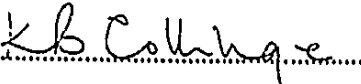
ANNA HOBHOUSE
by her attorney



ANNA HOBHOUSE



DAVID BOYS



BELINDA COLLINGE



GILES HILTON