

Company Number: 02263726

COMPANIES ACT 1985 AND 1989
COMPANY LIMITED BY SHARES
SHAREHOLDERS' WRITTEN RESOLUTION
OF

Whittard of Chelsea Limited

(the "Company")

The undersigned, being at the date hereof the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby unanimously RESOLVES and agrees the following resolution pursuant to and in accordance with section 283 and chapter 2 part 13 of the Companies Act 2006 and such resolution shall be for all purposes as valid and effective as if the same had been passed as a special resolution at a general meeting of the Company duly convened and held

SPECIAL RESOLUTION

1. AMENDMENT OF ARTICLES OF ASSOCIATION

- (a) THAT the following article will be inserted to amend Article 4 of the Articles of Association of the Company

"4 Regulation 8 of Table A shall not apply to the Company Any lien on shares which the Company has pursuant to regulation 8 of Table A shall not apply in respect of any shares that have been charged by way of security to a bank or financial institution or such chargee's nominee, a subsidiary of a bank or financial institution or such chargee's nominee"

- (b) THAT the following article will be inserted to amend Article 6 of the Articles of Association of the Company

"6 The directors shall not decline to register any transfer of the shares, nor suspend registration where such transfers of shares, nor may they suspend registration thereof, where such transfer,

a) is to any bank, institution or other person to which such shares have been charge by way of security, or to any nominee of such a bank, institution or other person (or person acting as agent or security trustee for such person) (a "**Secured Institution**"),

(b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

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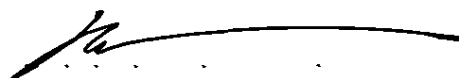
(c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security

2. APPROVAL OF DOCUMENTS

THAT the Company approve the following documents to be entered into by the Company

- (a) a £15,500,000 senior term and revolving facilities agreement (incorporating a cross guarantee) to be entered into between Barney (as Parent), (2) the companies (including but not limited to, the Company) listed in Part 1 of Schedule 1 (as Borrowers), (3) the companies listed in Part 2 of Schedule 1 (as Original Guarantors) (which list, for the avoidance of doubt, does not include the Company, (4) Landsbanki Islands hf (as Arranger), (5) the financial institutions listed in Part 3 of Schedule 1 (as Original Lenders), (6) Landsbanki Islands hf (as Agent), (7) Landsbanki Islands hf (as Security Trustee) and (8) Landsbanki Islands hf (as Issuing Bank) (as such terms are defined therein) for the purposes of ,amongst other things the Company refinancing working capital facilities made available to the Company by Landsbanki Islands hf The Revolving Facility and any Letter of Credit shall be used towards general corporate and working capital purposes (but not towards acquisitions of companies, businesses or undertakings or prepayment of any Term Loan provided that the proceeds of the first Utilisation of the Revolving facility liability to Landsbanki Islands hf and Barclays Bank),
- (b) an intercreditor deed to be entered into The Companies listed in Schedule 2 (as the Obligors, Intra-Group Creditors and Intra-Group Debtors, namely Barney Holdings Limited, Pyle Limited, Julian Graves Limited and the Company), The Persons Listed in Schedule 5 (as the Java Chargor Shareholders), Landsbanki Islands hf (as Security Trustee), Landsbanki Islands hf (as Agent), Landsbanki Islands hf (as Arranger) and The Banks and Financial Institutions listed in Part 1 of schedule 1 (as Lenders) and Landsbanki Islands hf (as issuing Bank),
- (b) letters between the Agent, the Company, Java Acquisitions Limited and Boaters Coffee Co Limited in the agreed form dated on or about the date of the Facilities Agreement describing the hedging arrangements to be entered into in respect of the interest rate liabilities of the Company, Java Acquisitions Limited and Boaters Coffee Co Limited under the Senior Facilities Agreement, and
- (c) a debenture to be entered into between (1) the Company, Java Acquisitions Limited and Boaters Coffee Co Limited (as Initial Charging Companies (as defined therein)) (2) Landsbanki Islands hf in its capacity as Security Trustee

Signed by



Authorised Signatory
for and on behalf
Java Acquisitions Limited

Dated 1 November 2007