

Company No. 2263726

THE COMPANIES ACT 1985

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PUBLIC COMPANY LIMITED BY SHARES

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Ordinary and Special Resolutions

of

WHITTARD OF CHELSEA PLC

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PASSED 22nd October 1998

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At the Annual General Meeting of the above named Company duly convened and held at 72 Baker Street, London, W1M 1DL on the 22nd day of October 1998, the following Resolutions were duly passed in respect of Resolution 1 as an Ordinary Resolution and in respect of Resolutions 2 and 3 as Special Resolutions:

1. THAT the directors be and they hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate nominal amount of £296,031 such authority (unless previously revoked or varied by the Company in General Meeting) to expire at the date of the next Annual General Meeting to be held, or 15 months from the date of this resolution, whichever is earlier, provided that the Directors may allot equity securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date.
2. THAT the Directors be and they hereby generally empowered in accordance with Section 95 of the Companies Act 1985 ("the Act") to allot equity securities (within



the meaning of section 94(2) of the Act) of the Company for cash pursuant to the authority conferred by Resolution 1 above as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited:-

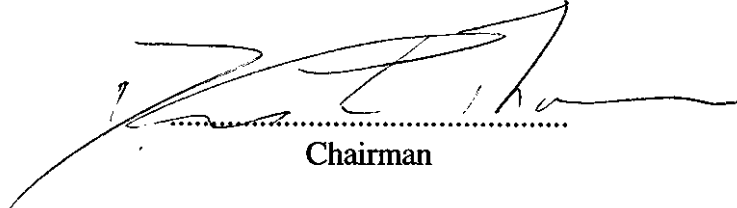
- (i) the allotment of equity securities in connection with an offer by way of rights in favour of the holders of equity securities in proportion (as nearly as possible) to the respective number of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical 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 nominal amount of £40,962;

and this power shall expire at the date of the next Annual General Meeting or 15 months from the date of this resolution, whichever is the earlier, provided that the Directors 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 as if the power conferred hereby had not expired.

3. That the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined by section 163(3) of the Companies Act 1985) on the London Stock Exchange of ordinary shares of 5p each ("ordinary shares") in the capital of the Company provided that:-

- (i) the maximum aggregate number of shares authorised to be purchased is 1,638,519 ordinary shares;
- (ii) the minimum price which shall be paid for the ordinary shares is 5p for each share, and the maximum price (exclusive of expenses) which may be paid for such shares is 5% above the average of the middle market quotations derived from the London Stock Exchange Daily Official List for the 10 business days before the purchase is made;
- (iii) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the date of the Annual General Meeting of the Company to be held in 1999 or 15 months after the date of passing of this resolution (whichever is the earlier); and

- (iv) the Company may, before such expiry, make a contract to purchase its own shares under the authority hereby conferred which will or may be executed duly or partly after the expiry of such authority, and may make a purchase of its own shares in pursuance of such a contract.



Chairman