

Company No 3393836

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
RESOLUTIONS  
- of -  
TED BAKER PLC

THURSDAY



At the Annual General Meeting of Ted Baker PLC duly convened and held at The Ugly Brown Building, 6a St Pancras Way, London NW1 0TB on 10 June 2014, the following Resolutions were duly passed

ORDINARY RESOLUTION

- 13 That the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the "Act") to allot relevant securities up to an aggregate nominal amount of £726,973 85 This authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the next annual general meeting of the Company and 10 September 2015, save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted after such expiry and the directors may allot shares in pursuance of any such offer or agreement as if the authority under this Resolution 13 had not expired

SPECIAL RESOLUTION

- 14 That, subject to Resolution 13 set out in the Notice of Annual General Meeting convening this meeting being passed and pursuant to and in accordance with the authority thereby granted, the directors be and are hereby empowered to allot equity securities (as defined by section 560 of the Companies Act 2006 (the "Act")) for cash, either pursuant to the authority conferred by Resolution 13 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply, provided that this power shall be limited to
- (A) the allotment of equity securities and the sale of treasury shares in connection with rights issues, open offers or other pre-emptive offers in favour of holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings or in accordance with the rights attaching there to (but with such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, record dates or other legal or practical problems in or under the laws of, or any requirements of, any recognised regulatory body or stock exchange, in any territory or as regards shares held by an approved depository or in issue in uncertificated form of otherwise howsoever); and
- (B) the allotment of equity securities and the sale of treasury shares (otherwise than pursuant to sub-paragraph (A) above) up to an aggregate nominal amount of £109,701 45,

Such power shall expire on the earlier of the conclusion of the next annual general meeting of the Company and 10 September 2015, save that the Company may, before such expiry make any offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired

- 15 That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice