

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

FORTNUM & MASON PLC
(Registered number: 84909)



At the annual General Meeting of the company duly convened and held on
2nd October 1998, the following resolution was passed.

SPECIAL RESOLUTION

- a) for the purposes of section 80 of the Companies Act 1985 ("the Act"):
- (i) the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the company to allot relevant securities upto a maximum nominal amount of £159,377 to such persons and at such times on such terms as they think proper during the period commencing on the date of the passing of this ordinary resolution and expiring on 1 October 2003; and
 - (ii) the company be and hereby is authorised to make prior to the expiry of such period any offers or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuant of any such offer.
- b) pursuant thereto the directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority conferred on them by paragraph (a) of this special resolution as if section 89(1) of the Act did not apply to such allotment, provided that the power conferred by this resolution shall be limited to:

- (i) the allotment of equity securities in connection with a rights issue in favour of the holders of relevant equity securities respectively attributable to the interests of such orders are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them on the record dates of such allotments subject only to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements under any regulatory authority in any territory; and
- (ii) the allotment (otherwise than pursuant to sub-paragraph (a)(i) above) of equity securities up to an aggregate nominal value of £23,900.

And this power unless renewed shall expire on 31 December 1999, or if earlier, at the end of the annual general meeting of the company to be held in 1999 but shall extend to the making, before such expiry, of any offers of agreements which would or might require equity securities to be allotted after such expiry, and the directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired. All previous powers of the directors (to the extent not already utilised) pursuant to the said section 95 be and hereby are revoked.



DIRECTOR & SECRETARY