

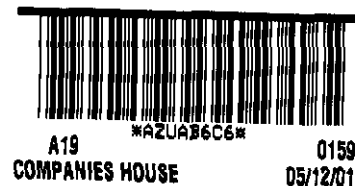
Company Number: 00084909

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS OF

FORTNUM & MASON PUBLIC LIMITED COMPANY



At an Extraordinary General Meeting of the Company duly convened and held at Exchange House, Primrose Street, London EC2A 2HS on 26 November 2001 the following resolutions were duly passed as Special Resolutions of the Company:-

1. Scheme Special Resolution

THAT:-

- (a) the scheme of arrangement dated 2nd November 2001 (the "**Scheme**") between the Company and the Scheme Shareholders (as defined in the Scheme), a print of which has been produced to this Meeting and signed for the purpose of identification by the Chairman of the Meeting, be and is hereby approved in its original form or with any modification thereof, addition or condition thereto imposed or approved by the Court;
- (b) for the purpose of giving effect to the Scheme, the capital of the Company be reduced by the cancellation of the Cancellation Scheme Shares (as defined in the Scheme);
- (c) forthwith and contingent upon the reduction of capital referred to in sub-paragraph (b) taking effect, the authorised share capital of the Company be and is hereby increased to its former amount by the creation of such number of new ordinary shares of 5 pence each in the capital of the Company having the rights and being subject to the restrictions set out in the Articles of Association of the Company as shall be equal to the number of Cancellation Scheme Shares cancelled as aforesaid;
- (d) the Directors be and are hereby authorised for the purposes of section 80 of the Companies Act 1985 to give effect to the Scheme and accordingly to exercise all powers of the Company to allot new ordinary shares of 5 pence (being relevant securities within the meaning of the Companies Act 1985) to Wittington Investments Limited provided that (i) the maximum nominal amount of ordinary shares which may be allotted hereunder is £48,413; (ii) this authority shall expire on the date which is eighteen months after the date of this Resolution; and (iii) this authority shall be without prejudice to any other authority under the said Section 80 previously granted and in force on the date on which this resolution is passed;

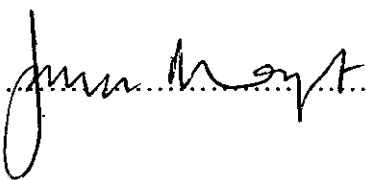
- (e) the credit arising in the Company's books of account as a result of the cancellation of the Cancellation Scheme Shares referred to in sub-paragraph (b) above shall be and is hereby capitalised and applied in paying up in full at par such numbers of new ordinary shares of 5 pence as shall have been created pursuant to sub-paragraph (c) above, credited fully paid and issued to Wittington Investments Limited or its nominees.

2. Preference Stock Special Resolution

THAT:-

Subject to the sanction of the Scheme by the Court:-

- (a) the capital of the Company be reduced by the cancellation of all of the £175,000 7% Cumulative Preference Stock in consideration of the payment by the Company of 140 pence in cash to the holders thereof in respect of each unit of £1 so cancelled;
- (b) forthwith and contingently upon the reduction of capital referred to in sub-paragraph (a) taking effect, the authorised share capital of the Company be and is hereby increased to its former amount by the creation of 3,500,000 new ordinary shares of 5 pence each in the capital of the Company having the rights and being subject to the restrictions set out in the Articles of Association of the Company;
- (c) the Directors be and are hereby authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot new ordinary shares of 5 pence (being relevant securities within the meaning of section 80 of the Companies Act 1985) to Wittington Investments Limited for cash at 7 pence per ordinary share provided that (i) the maximum nominal amount of ordinary shares which may be allotted hereunder is £175,000; (ii) this authority shall expire on the date which is eighteen months after the date of this Resolution; and (iii) this authority shall be without prejudice to any other authority under the said section 80 previously granted and in force on the date on which this Resolution is passed.

Signed:.....
Chairman