

No: 122526

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTION

of

Pimm's Limited

On the 31st of January 2006, the following RESOLUTIONS IN WRITING (resolutions to have effect as ordinary resolutions) were duly passed by the sole member of the Company who was at the date thereof entitled to attend and vote at a general meeting of the Company pursuant to S381A, Companies Act 1985 (as amended):

RESOLUTIONS

1. THAT with effect from the time of the passing of this written resolution the directors be unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to allot relevant securities (as defined in that Act) up to a maximum nominal amount of £10 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the company before the expiry of this authority.
2. THAT subject to the passing of the above resolution, the directors be empowered pursuant to Section 95 of the Companies Act 1985, until one year from the date hereof, to allot or agree to allot equity securities pursuant to the authority conferred by the above resolution as if Section 89 (1) of the Companies Act 1985 did not apply to any such allotment provided that the company may make any offer or agreement before the expiry of this authority which would or might require equity securities to be allotted after this authority had expired and the directors may allot equity securities in pursuance of any such offer or agreement. For the purposes of this resolution the expression "equity securities" and "allot" shall bear the meanings respectively given to the same in Section 94 of the Companies Act 1985.



MF

Secretary

