

**TETLEY GB LIMITED**  
(Company Regn. No. 03019950)

(the "Company")



**WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY  
IN LIEU OF A GENERAL MEETING**

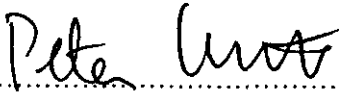
Following receipt by the Company's sole shareholder of the applicable statutory declarations of the Directors of the Company and its holding company and the auditors' reports relating thereto, the following resolutions were duly passed in writing by the undersigned, being the sole shareholder of the Company on October, 2006 pursuant to Article 15 of the Articles of Association of the Company:-

1. **THAT** the Directors be authorised to execute the following documents together with such other documents as may be (in the opinion of any Director) necessary or expedient to effect the agreements and transactions contained in or contemplated by them and to authorise a specified person or persons to execute them on the Company's behalf and authorise a specified person or persons to sign and/or despatch on the Company's behalf all documents and notices to be signed and/or despatched by the Company under or in connection with them in relation to, among other things, the refinancing of existing debt incurred by Tata Tea (GB) Limited ("TTGB") (the "**Refinancing**");
  - 1.1 a £228,500,000 senior facility agreement in respect of a £85,000,000 term loan, a £108,500,000 term loan and a £35,000,000 revolving credit facility to be entered into by, *inter alia*, (1) TTGB as Borrower and Guarantor (2) the Company as a Guarantor (3) Standard Chartered Bank and ICICI Bank Limited, Singapore Branch as Arrangers (4) Standard Chartered Bank as Agent, Security Trustee and Issuing Bank (the "**Senior Facility Agreement**");
  - 1.2 a £55,800,000 subordinated term loan to be entered into by, *inter alia*, (1) TTGB as Borrower and Guarantor (2) the Company as a Guarantor (3) Standard Chartered Bank and ICICI Bank Limited, Singapore Branch as Arrangers (4) Standard Chartered Bank as Agent and Security Trustee (the "**Junior Facility Agreement**", and together with the Senior Facility Agreement, the "**Facility Agreements**");
  - 1.3 a debenture to be entered into by, *inter alia*, the Company and TTGB as Chargors in favour of Standard Chartered Bank (in its capacity as Security Trustee) under which the Company would agree to discharge the Liabilities (as defined therein) and would grant security in respect of satisfaction of the Liabilities, including charges by way of fixed and floating charges over all or substantially all of its assets and undertaking (on the terms more particularly detailed therein) (the "**Debenture**");
  - 1.4 an intercreditor agreement in relation to the ranking of the Senior Debt, Hedging Debt, and the Junior Debt (as such terms are defined in that agreement) to be entered into by, *inter alia*, the Company, the Original Guarantors, the Original Investors, the Senior Lenders, the Senior Agent, the Security Trustee, the Issuing Bank, the Original Hedging Banks, the Junior Lenders, the Original Convertible Loan Stock Creditors, the Original Intercompany Lenders, and the Original Intercompany Borrowers (as such parties are more particularly described therein); and
  - 1.5 a priority deed in relation to, *inter alia*, the ranking of the security created by the Debenture and the TTIL share charge, a share charge to be entered into between TTGB and Standard Chartered Bank as Security Trustee (as defined in the PIK Facility Agreement) under which

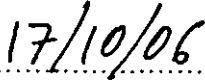
the Company would grant a charge on a limited recourse basis over the shares that TTGB holds in TTIL as security for the Liabilities (as defined therein) (the "**TTIL Share Charge**"), to be entered into by, *inter alia*, the Company, LBO Security Trustee, and PIK Security Trustee (as such parties are more particularly described therein),

together the "**Documents**";

2. **THAT** the Directors be and are hereby authorised to approve and enter into the Documents on behalf of the Company subject to such amendments as the Directors (or such committee or number of them as they may appoint) may approve;
3. **THAT** provided the Directors comply with the provisions of Sections 155 to 158 of the Companies Act 1985 (other than those provisions covered by this Resolution) the Company be and is hereby authorised to grant financial assistance in relation to the Refinancing; and
4. **THAT** the Company create and otherwise perfect any security given or to be given by the Company pursuant to the Security Documents (as defined in the Senior Facility Agreement) to which it is to be a party.



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For and on behalf of Tetley Group Holdings Limited



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Date