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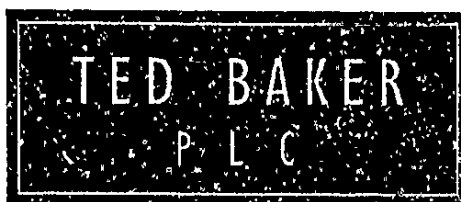


THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -



(passed 11 June 1998)

At the Annual General Meeting of Ted Baker PLC ("the Company") held at 1 Paternoster Row, St Paul's, London EC4M 7DH on 11 June 1998 at 11.00am the following resolutions were passed as an Ordinary Resolution and Special Resolution respectively:-

ORDINARY RESOLUTION

6. That the directors be and hereby authorised in accordance with and subject to the terms of Article 5 of the Company's Articles of Association to allot relevant securities up to an aggregate nominal amount of £687,746.

SPECIAL RESOLUTION

7. That subject to Resolution 6 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 pursuant to Section 95 of the Companies Act 1985 ("the Act") to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to such authority as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited:-
 - (a) to the allotment of equity securities in connection with rights issues and other offers in favour of holders of equity securities in proportion as nearly as may be to their respective holdings of such securities or in accordance with the rights attaching thereto (but with such exclusions or other arrangements as the directors may deem necessary or expedient to deal with the fractional entitlements, record dates or other legal problems under the laws of, or any requirements of, any recognised regulatory body or any stock exchange, in any territory or as regards

shares held by an approved depository or in issue in uncertificated form or otherwise howsoever); and

- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £103,162;

and shall expire at the conclusion of the next Annual General Meeting of the Company after passing of this resolution save that the Company may before such expiry make any offer or agreement which would or might require securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.



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Chairman