

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

TED BAKER PLC

At the Annual General Meeting of Ted Baker PLC duly convened and held at The Ugly Brown Building, 6a St. Pancras Way, London NW1 0TB on 16 June 2005 at 11:00 a.m. the following Resolutions were duly passed:-

ORDINARY RESOLUTION

7. That the directors be and are 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 £716,497.

SPECIAL RESOLUTION

10. That subject to Resolution 7 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 and sell relevant shares (as defined in Section 94 of the Act) held by the Company as treasury shares (as defined in Section 162A of the Act) for cash, as if Section 89(1) of the Act did not apply to any such allotment or sale provided that this power shall be limited:

- (A) to the allotment of equity securities and the sale of treasury shares in connection with rights issues, open offers or other pre-emptive offers in favour of holders of equity securities in proportion (as nearly as may be practicable) 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 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 of equity securities and the sale of treasury shares (otherwise than pursuant to sub-paragraph (A) above) up to an aggregate nominal value of £107,475;

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



.....
Chairman/Director