

The Companies Acts 1985 and 1989

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PUBLIC COMPANY LIMITED BY SHARES

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RESOLUTIONS

-of-

COFFEE REPUBLIC PLC

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PASSED ON 24 JULY 2000

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At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held on 24 July 2000 at 190 Strand, London WC2R 1JN, the following Resolutions were duly passed, in the case of Resolution 1 as an Ordinary Resolution and in the case of Resolution 2 as a Special Resolution:-

RESOLUTIONS

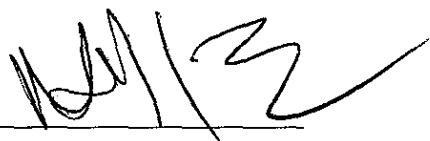
1. THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of sub-section (2) of section 80 of the Act) up to an aggregate nominal amount of £2,588,677 and so that such authority (unless previously revoked or varied by the Company in general meeting) shall expire on the conclusion of the annual general meeting to be held in 2001, save that the Directors may allot relevant securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date as if the authority conferred hereby had not expired.



2. THAT (subject to the passing of resolution 1 above) the Directors be and they 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) pursuant to the authority conferred by resolution 1 above as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (i) The allotment of equity securities in connection with or pursuant to an offer by way of rights to the holders of ordinary shares and other persons entitled to participate therein in proportion (as nearly as may be) to their respective holdings of ordinary shares, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- (ii) The allotment (otherwise than pursuant to sub-paragraphs (i) above) of equity securities up to an aggregate nominal amount of £392,224;

and such power shall expire on the date of the annual general meeting of the Company to be held in 2001 but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance to such offer or agreement as if the power conferred hereby had not expired.



CHAIRMAN