

WHITTARD OF CHELSEA Plc

Registered number 02263726

CERTIFIED COPY OF RESOLUTIONS PASSED UNDER SPECIAL BUSINESS AT THE ANNUAL GENERAL MEETING HELD ON 15 OCTOBER 2003

8. Ordinary resolution:

That the following change to the rules of the Whittard of Chelsea Plc Employee (Savings Related) Share Option Scheme 1996 (the "SAYE Scheme") be and is hereby approved and adopted and that the Directors of the Company be and they are hereby authorised to do all acts and things necessary or expedient (including obtaining Inland Revenue approval thereto) to carry the change to the said SAYE Scheme into effect:

- (i) that the words "to subscribe for shares" be inserted after the words "the total number of ordinary shares in respect of which options.." in rule 3.2.2 of the SAYE Scheme;

and that the Directors be and they are hereby authorised to vote and be counted in the quorum at any meeting of the Directors at which any matter connected with the SAYE Scheme and this resolution shall operate so far as is necessary by way of relaxation of any prohibition on interested Directors voting or being counted in any quorum save that no Director may vote or be counted in the quorum at any meeting at which any matter specifically affecting his rights or participation in the SAYE Scheme is under consideration.

9. Ordinary resolution:

That the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (the "Act"), and in substitution for any existing such authority, to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate nominal amount of £271,334.20 such authority (unless previously revoked or varied by the Company in general meeting) to expire on the date of the Annual General Meeting to be held in 2004 or 15 months after the passing of this resolution, whichever is earlier, provided 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.

10. Special resolution:

That (subject to the passing of resolution 9 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(2) of the Act) for cash pursuant to the authority conferred by resolution 9 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 practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £56,430; and such power shall expire on the date of the Annual General Meeting to be held in 2004 or 15 months after the passing of this resolution, whichever is earlier, provided 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 pursuant to such offer as if the power conferred hereby had not expired.

11. Special resolution:

That in accordance with article 6 of the Company's articles of association the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined by section 163(3) of the Act) on the London Stock Exchange of ordinary shares of 5p each ("Ordinary Shares") in the capital of the Company provided that:

- (i) the maximum aggregate number of Ordinary Shares authorised to be purchased is 3,385,000;
- (ii) the minimum price which shall be paid for each Ordinary Share is 5p, and the maximum price (exclusive of expenses) which may be paid for such Ordinary Shares is 5% above the average of the middle market quotations derived from the London Stock Exchange Daily Official List for the 5 business days before the purchase is made;
- (iii) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the date of the Annual General Meeting to be held in 2004 or 15 months after the passing of this resolution, whichever is earlier; and
- (iv) the Company may, before such expiry, make a contract to purchase its own shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own shares in pursuance of such a contract.


Chairman

