

THE COMPANIES ACTS 1985 & 1989

RESOLUTION

- of -

WHITTARD OF CHELSEA PLC

PASSED 23 March 2000

At an Extraordinary General Meeting of the above-named Company duly convened and held at 2 Gresham Street, London EC2V 7QP on the 23rd day of March 2000 the following Resolution was duly passed as a Special Resolution:

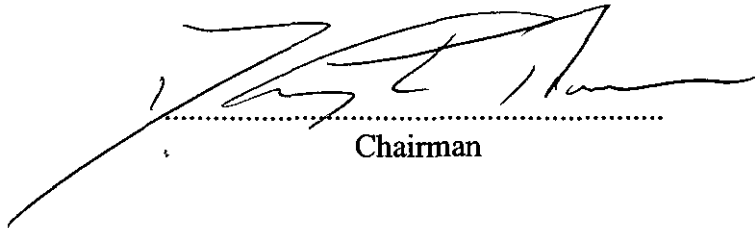
SPECIAL RESOLUTION

THAT:

- (i) the directors be and are hereby authorised to issue to antfactory Holdings Limited, warrants to subscribe (the "Warrants") for up to 2,100,000 ordinary shares of 5p each ("Ordinary Shares") on the terms and conditions described in the circular to shareholders dated 29 February 2000 (the "Circular");
- (ii) the directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 to exercise all of the powers of the Company to allot relevant securities (as defined in sub-section (2) of the said section 80) up to an aggregate nominal amount of £277,916.65 provided that this authority shall expire on the date five years after the passing of this resolution save that the Company may before such expiry make an offer or agreement, which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuant of such offer agreement as if the authority conferred hereby had not expired; and
- (iii) pursuant to section 95 of the Companies Act 1985 the directors be and are hereby empowered to allot equity securities (as defined by section 94 of the Companies Act 1985) for cash pursuant to the authority conferred by paragraph (i) above as if section 89(1) of the Companies Act 1985 did not apply to such allotment provided that this power shall be limited:
 - (a) to the allotment of 3,458,433 Ordinary Shares pursuant to the terms of the Subscription Agreement dated 29 February 2000 (as defined in the Circular);

- (b) to the allotment of 2,100,000 Ordinary Shares to be issued pursuant to the terms of the Warrants;
- (c) to the allotment of equity securities in connection with an issue in favour of the holders of equity securities in proportion (as nearly as may be reasonably practicable in the circumstances having regard to fractional entitlements or legal or practical problems arising on the laws of or requirements of any regulatory body stock exchange or similar authority in any territory) to their holdings; and
- (d) to the allotment (otherwise than pursuant to sub-paragraph (a) to (c) above) of equity securities up to an aggregate nominal amount of £49,607;

and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2000 or 15 months after the passing of this resolution (whichever is the earlier) save that the Company may before such expiry make an offer or agreement which would or might require equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.



Chairman