

Company Number: 02263726

**PRIVATE COMPANY LIMITED BY SHARES**

**SHAREHOLDERS' WRITTEN RESOLUTION**

**OF**

**Whittard of Chelsea Limited**

**(the "Company")**

THURSDAY



A40 08/11/2007 38  
COMPANIES HOUSE

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("2006 Act") proposed by the directors of the Company as ordinary and special resolutions as detailed below

**ORDINARY RESOLUTIONS**

**IT IS HEREBY RESOLVED THAT:**

- 1 the authorised share capital of the Company be and is hereby increased from £1,400,000 to £10,003,829 75 by the creation of 172,076,595 new ordinary shares of £0 05 each in the capital of the Company ("**Ordinary Shares**") ranking pari passu in all respects with the existing ordinary shares of £0 05 each in the capital of the Company in issue,
- 2 subject to the approval of resolution 1 above, pursuant to section 80 of the Companies Act 1985 (as amended) ("**1985 Act**"), and in addition to all existing authorities under that section, the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the 1985 Act) to a maximum amount of £8,740,969 provided that (unless previously revoked, varied or renewed) this authority shall expire on the fifth anniversary of the date 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 pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired, and

**SPECIAL RESOLUTIONS**

**IT IS HEREBY RESOLVED THAT:**

- 3 subject to the approval of resolutions 1 and 2 above, the directors be and are hereby empowered pursuant to section 95(2) of the 1985 Act to allot up to 174,819,380 Ordinary Shares (equity securities within the meaning of section 94 of the 1985 Act) for cash pursuant to the authority conferred by resolution 2 above, as if section 89(1) of the 1985 Act did not apply to such allotment, provided that such power shall expire on the fifth anniversary of the date of this resolution, save that the Company may make an offer or agreement before such expiry which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer or agreement as if the power conferred by this resolution had not expired

Circulation date: 1 November 2007

Registered office: Union Court, 22 Union Road, London SW4 6JP

**Agreement to written resolutions**

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

**EXECUTED by JAVA  
ACQUISITIONS LIMITED**

acting by two directors or direct  
and the company secretary

... .. 1 November 2007  
Director Dated

... .. 1 November 2007  
Director/Company Secretary Dated

## **WHITTARD OF CHELSEA LIMITED**

### **WRITTEN RESOLUTIONS: CIRCULATED ON 1 NOVEMBER 2007**

**Note: This document is important and requires your immediate attention.**  
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

### **EXPLANATORY STATEMENT TO MEMBERS**

#### **1. NATURE OF WRITTEN RESOLUTIONS**

This document contains proposed written resolutions of Whittard of Chelsea Limited for approval by you as the sole member of the Company. Resolutions 1 and 2 are proposed as ordinary resolutions and each require members holding a simple majority of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed. Resolution 3 is proposed as a special resolution and requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.

#### **2. PERIOD TO APPROVE WRITTEN RESOLUTIONS**

If the Company has not received the necessary level of members' agreement to pass the resolutions by 28 November 2007 (being 28 days from the date the resolutions were first circulated to members), the resolutions will lapse.

#### **3. ACTION REQUIRED IF YOU WISH TO APPROVE RESOLUTIONS**

**Once you have signified your agreement to the resolutions, you cannot revoke it.** Please ensure that your agreement reaches us no later than [28 November 2007]. Please note that you can only agree to all of the resolutions and not some only. Any document or reply which purports to approve some only of the resolutions will be treated as a vote against all of the resolutions.

#### **4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE THE RESOLUTIONS**

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.