

**The Companies Acts 1985 and 1989**

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**COMPANY LIMITED BY SHARES**

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**ORDINARY AND SPECIAL RESOLUTIONS**

**of**

**WHITTARD OF CHELSEA PLC**

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**Passed on 18 October 2000**

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At the annual meeting of the Company duly convened and held on the 18th day of October 2000 at Union Court, 22 Union Road, London SW4 6JQ, the following resolutions were duly passed of which resolution no.10 was passed as an ordinary resolution and resolutions nos. 11 and 12 were passed as special resolutions:-

**ORDINARY RESOLUTION**

10. 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 £191,552 such authority (unless previously revoked or varied by the Company in general meeting) to expire on the conclusion of the Annual General Meeting to be held in 2001 or 15 months after the passing of the 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.

## SPECIAL RESOLUTIONS

11. THAT 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 that Act) for cash pursuant to the authority conferred by resolution 10 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 £50,859;

and such power shall expire on the date of the Annual General Meeting to be held in 2001 or 15 months after the date of the passing of this resolution, whichever is the 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.

12. THAT in accordance with article 6 of the Company's articles of association the Company be and hereby is generally and unconditionally authorised to make market purchases (as defined by section 163(3) of the Companies Act 1985) 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 shares authorised to be purchases is 2,034,352 ordinary shares;
- (ii) the minimum price which shall be paid for the ordinary shares is 5p for each share, and the maximum price (exclusive of expenses) which may be paid for such shares is 5% above the average of the middle market quotations derived from the London Stock Exchange Daily Official List for the 10 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 next Annual General Meeting of the Company to be held in 2001 or 15 months after the date of passing of this resolution (whichever is the 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.



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**CHAIRMAN**