

WHITTARD OF CHELSEA PLC

REGISTERED IN ENGLAND 2263726

**RESOLUTION PASSED AT
EXTRAORDINARY GENERAL MEETING
HELD ON 24 OCTOBER 2002**

- (i) The Rules of the Whittard of Chelsea Plc 2002 Enterprise Management Incentive Scheme (the "EMI Scheme"), the main features of which are summarised in the attachment to the letter to shareholders dated 1 October 2002 and which are set out in the draft Rules submitted to this Meeting be and they are 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 to carry the said EMI Scheme into effect; and
- (ii) 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 EMI 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 EMI Scheme is under consideration.



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Chairman

