

Company Number 2263726

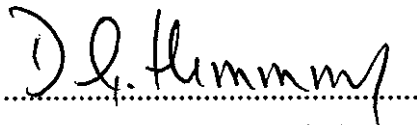
WRITTEN RESOLUTION OF
WHITTARD OF CHELSEA LIMITED

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of, and to attend and vote at, General Meetings of the Company HEREBY PASS the following written resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTION

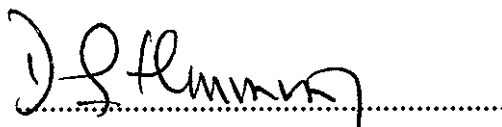
That the proposal to capitalise the sum of £2,750.74 being part of the amount standing to the credit of the Company's capital redemption reserve account) and to apply such same in paying in full at par on 275,074 Ordinary Shares of 1 pence each (ranking pari passu in all respects with the existing issued ordinary shares of the Company and that such shares be allotted and distributed credited as fully paid to and amongst the existing holders of Ordinary Shares of 1 pence each on the basis that they shall receive 1.669138 new Ordinary Shares for each existing Ordinary Share that they hold.

Dated 3rd June 1996

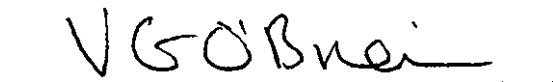


signed for and on behalf of
GRAN NOMINEES LIMITED

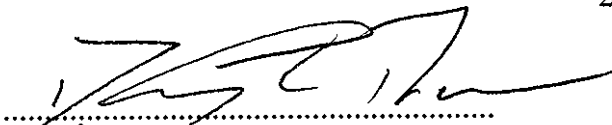




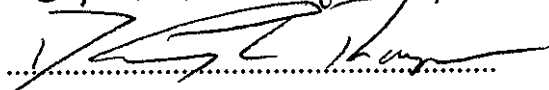
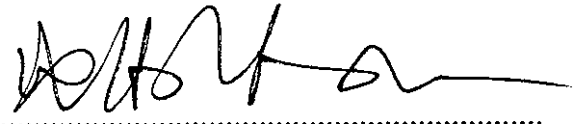
signed for and on behalf of
ENCO NOMINEES LIMITED



signed for and on behalf of
HSBC EQUITY LIMITED


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Signed for and on behalf of

ONSLOW BOYD GROUP LIMITED

J.T.G. DONNELLY & T.R. DONNELLY
by their Attorneys
.....
J.T.G. DONNELLY & T.R. DONNELLY
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WILLIAM HOBHOUSE*ANNA HOBHOUSE
by her attorney*

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ANNA HOBHOUSE
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DAVID BOYS
.....
BELINDA COLLINGE
.....
GILES HILTON