

The Companies Acts 1985 to 1989

Company limited by shares

Special Resolution

- of -

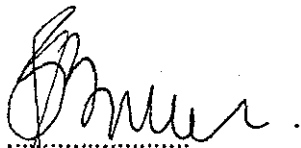
Hamleys plc

Passed on 4 October 2002

At an extraordinary general meeting of the above-named Company duly convened and held at 2 Foubert's Place London W1F 7PA on the above date the following Special Resolution was duly passed:

Special Resolution

THAT, in addition to the existing authority relating to the disapplication of pre-emption rights granted pursuant to Resolution Number 8 passed at the Annual General Meeting of the Company held on 24 July 2002 (the "2002 AGM"), the directors be and are hereby generally and unconditionally authorised and empowered pursuant to Section 95 of the Companies Act 1985 (the "Act") to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the authority conferred on the directors by Resolution Number 7 passed at the 2002 AGM as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £116,702 pursuant to the Placing (as defined in the circular dated 11 September 2002 to shareholders of the Company of which this Notice forms part) of up to 2,100,615 ordinary shares of 5^p each in the capital of the Company and shall expire at the conclusion of the next Annual General Meeting of the Company or 15 months following the passing of this Resolution, whichever is the first to occur, save 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 or agreement as if the authority conferred hereby had not expired.


.....
Chairman

