

THE COMPANIES ACTS
COMPANY LIMITED BY SHARES
ROWNTREE MACKINTOSH plc

SPECIAL RESOLUTIONS
(Passed 28th April 1987)

At the Annual General Meeting of the above-named company duly convened and held on the 28th day of April 1987 the following resolutions were duly passed as special resolutions:-

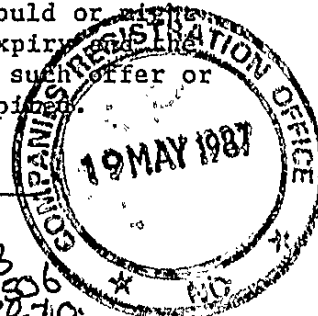
RESOLUTIONS

- (i) That the name of the company be changed to "Rowntree plc".
- (ii) That the Memorandum of Association of the company be, and it is hereby, altered as to the objects of the company by deleting the existing Clause 4(a) and replacing it with the following:
 - "(a) To carry on the business of a holding company in all its branches, to co-ordinate the policy and administration of any companies, corporations or undertakings in which the Company is a member or participant or which are controlled by or associated with the Company in any manner and to do anything which will or may promote the efficiency and profitability of the business carried on by any such companies, corporations or undertakings"
- (iii) That the directors be and they are hereby empowered in accordance with Section 95 of the Companies Act 1985 to allot equity securities pursuant to the authority conferred on them by resolution of the company passed on 7 October 1986 as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment provided that this power shall be limited:
 - (a) to the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them, and
 - (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £7,113,155

and shall expire on the date of the next annual general meeting of the company after the passing of this resolution 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. The directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Sarah L. ...
ASSISTANT SECRETARY
Rowntree Mackintosh plc

Kau
CHAIRMAN



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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 51491

I hereby certify that

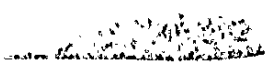
ROWNTREE MACKINTOSH P L C

having by special resolution changed its name,
is now incorporated under the name of

ROWNTREE PLC

Given under my hand at the Companies Registration Office,
Cardiff the 30 JUNE 1987

A handwritten signature in ink, likely of the Registrar of Companies, written over a faint circular stamp.

THIS CERTIFICATE/DOCUMENT CONTAINS A MISTAKE
IN THE NAME OF THE COMPANY AND IS SUPERSEDED
BY THE CERTIFICATE/DOCUMENT AT  /B
ON FILE.

HC006B

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 51491

I hereby certify that

ROWNTREE MACKINTOSH plc

having by special resolution changed its name,
is now incorporated under the name of

ROWNTREE plc

Given under my hand at the Companies Registration Office,
Cardiff the 30 JUNE 1987


D.M. WILKIE

an authorised officer
S CERTIFICATE/DOCUMENT SUPERSEDES THE
CERTIFICATE/DOCUMENT AT ~~FILE~~ ON FILE
WHICH INCORRECTLY QUOTED THE NAME OF THE
COMPANY (AS "ROWNTREE plc ")