

COMPANIES ACT 1985

SPECIAL RESOLUTIONS

OF

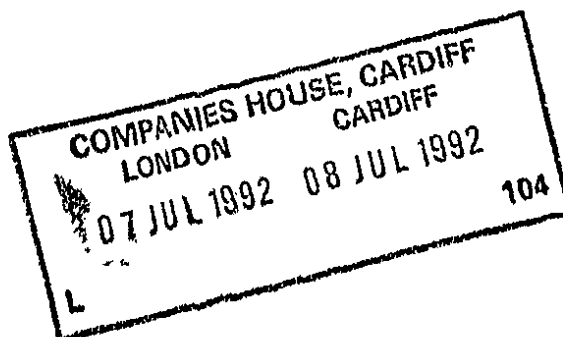
QUAKER OATS LIMITED

At a meeting of the Company duly convened and held on the 23rd day of June 1992 the following resolutions were passed as Special Resolutions:-

- 1 THAT pursuant to the provisions of Section 9 of the Companies Act 1985 ("the Act") the Articles of Association of the Company be changed by deleting existing Article 96 thereof and substituting therefor the following:-

"Article 96 was deleted by Special Resolution of the Company passed on 23rd June 1992".
- 2 THAT the appointment and the office of each of the persons named below as a director of the Company be and are hereby ratified and approved from the date of their appointment or (as the case may be) last re-election notwithstanding any failure by such person to satisfy the share qualification requirement of Article 96 of the Articles of Association in force prior to the date of this Special Resolution.
 - a) Brendan James Nolan
 - b) Robert Stanley Thomason (Chairman)
 - c) Gerard Granville Jewell
 - d) Ronald Gordon Lagden
 - e) George Sewell (Managing Director)
 - f) Jeffrey Atkins
 - g) Peter Farrand
 - h) Kevan Lawton
- 3 THAT all resolutions, decisions and acts of the boards of directors of the Company (or any committees thereof) from time to time passed, made or carried into effect prior to the date of this Special Resolution be and are hereby ratified and approved notwithstanding any defect in the appointment or qualification of any such directors.


CHAIRMAN



CHAIRMAN'S
INITIALS

CERTIFICATE OF THE INCORPORATION
OF A COMPANY

I HEREBY CERTIFY that QUAKERS OATS LIMITED was Incorporated under the Companies Acts 1862 to 1898, as a Limited Company, on the Twenty-second day of November One thousand eight hundred and ninety-nine.

Given under my hand at London, this Fourth day of January One thousand nine hundred and four.

H.F. BARTLETT
Registrar of Joint Stock Companies,

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THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

QUAKER OATS LIMITED

(Passed 11th November 1954)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on Thursday, the 11th day of November 1954 the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

RESOLUTIONS

1. That the Capital of the Company be increased to £500,000 by the creation of an additional 400,000 shares of £1 each ranking pari passu in all respects with the existing 100,000 shares of £1 each.
2. That the regulations contained in the printed document submitted to the Meeting and, for the purposes of identification, signed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

H. J. BROWNLEE
Chairman

THE COMPANIES ACT 1929

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

QUAKER OATS LIMITED

(Passed 18th November 1937)

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at Bridge Road, Southall, Middlesex on the 18th November 1937 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Capital of the Company be increased to £100,000 by the creation of 50,000 additional shares of £1 each ranking for dividend and in all other respects pari passu with the existing shares.

FREDERICK H. SEYMOUR
Chairman

Presented for filing by

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Solicitors for the Company