

COMPANY NO: 0064262

THE COMPANIES ACT 1985 – 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

QUAKER OATS LIMITED

PASSED 27TH JULY 2011

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on 27th July 2011 the following Resolution was duly passed as a SPECIAL RESOLUTION:-


SPECIAL RESOLUTION

1. That the following sentence in Article 104 of the Articles of Association be deleted:

“Until otherwise determined the quorum shall be three Directors”.

2. That the following be added at the end of Article 104 of the Articles of Association of the Company:

“That the quorum necessary for the transaction of business of the Board may be fixed from time to time by the Board and unless so fixed at any other number shall be two. For the purposes of these Articles any Director who is able (directly or by telephonic communication) to speak and be heard by each of the other Directors present or deemed to be present at any meeting of the Board, shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in the quorum accordingly. Such meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is, and the word “meeting” shall be construed accordingly.”


CHAIRMAN
QUAKER HOLDINGS (UK) LIMITED

SATURDAY



AOLJWW93

A14

30/07/2011

130

COMPANIES HOUSE