

Company Number: 00064262

Quaker Oats Limited
(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTIONS

In accordance with section 381A of the Companies Act 1985, WE THE UNDERSIGNED, being the sole member of the Company who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, agree that the following resolution shall have effect as if passed by the Company in general meeting and accordingly WE RESOLVE:

1. THAT the authorised share capital of the Company be and is hereby increased from £500,000 to £500,002 by the creation of 2 new ordinary shares of nominal value £1 each to rank pari passu in all respects with the existing ordinary shares of the Company.
2. THAT the directors of the Company be and are hereby generally and unconditionally authorised in substitution for all other existing authorities pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise all powers of the Company to allot relevant securities (within the meaning of that Section) up to an aggregate nominal amount of £2 provided that this authority shall expire on the fifth anniversary of the passing of this Resolution, save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.
3. THAT in accordance with the provisions of Article 41 of the Articles of Association of the Company, the pre-emption provisions set out in Article 41 aforesaid shall not apply in relation to the proposed issue of new ordinary shares in the Company pursuant to a Share Exchange Agreement dated 1 September 2003 and entered into between the Company and Quaker Foods Limited.

Signed:



For and on behalf of Quaker Foods Limited

Dated:

1 September 2003

