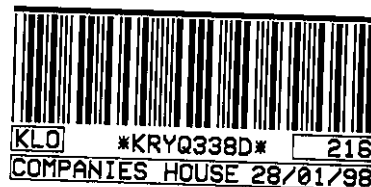


THE COMPANIES ACT 1985



COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

OF

THE BISCUIT, CAKE, CHOCOLATE AND CONFECTIONERY ALLIANCE

(PASSED ON 22ND JANUARY 1998)

At an Extraordinary General Meeting of the Company duly convened and held on 22nd January 1998, the following resolution was duly passed as a special resolution -

SPECIAL RESOLUTION

That the Articles of Association of the Alliance be altered -

- (a) by the deletion of the existing article 48 and by substituting therefor for the following new article 48 -

' 48

- (A) In this article -

'council representative' means a person who, being qualified to hold office, is appointed or is to be appointed a member of the council pursuant to this article;

'category A members' means ordinary members with a turnover in excess of £100 million (subject to paragraph (D) of this article);

'category B members' means ordinary members with a turnover not exceeding £100 million (subject to paragraph (D) of this article).

- (B) For the purposes of appointing council representatives, the ordinary members shall be divided into two categories (as at 1st January 1998

and thereafter as at 1st November 1998 (being the 1st November next following the adoption of this new article 48) and as at each subsequent 1st November thereafter) according to their respective turnovers, category A members and category B members; and (subject to paragraph (G) of this article) each category A member shall be entitled to appoint one council representative and all the category B members shall be entitled, between them, to appoint four council representatives.

- (C) For the purpose of determining the turnover of any member on 1st January 1998 or on 1st November in any year, the turnover shall be the turnover by reference to which the subscriptions for the year then current on that date were fixed.
- (D) The figure of £100 million referred to in paragraph (A) shall be increased on 1st November 1998 by an amount equal to the increase in the Retail Prices Index between 31st December 1995 and 1st November 1998; and on each subsequent 1st November the figure as fixed on the previous 1st November shall be increased by a further amount representing the amount of the increase in the Retail Prices Index between the immediately preceding 1st November and that date; and for this purpose the Retail Prices Index means the General Index of Retail Prices published by the Office for National Statistics, or any substituted index, and if the basis of the index is revised, adjusted to such extent as is necessary to take account of that revision.
- (E) The president shall not be eligible for appointment as a council representative, and if a council representative is appointed as the president he shall thereupon vacate office as a council representative.
- (F) Each vice-president shall be eligible for appointment as a council representative.

(G) If during any period (in this article referred to as 'the relevant period') a person is both the treasurer and a director of or employed in an executive or consultative capacity by an ordinary member or a subsidiary of an ordinary member, that person shall be (subject to article 51) -

- (1) the council representative of the member, if a category A member, during the relevant period (for so long as the member remains a category A member) and thereafter unless or until he is removed from or vacates office under paragraph (H) of this article; or
- (2) one of the council representatives of the category B members, if a category B member, from 1st January next following the beginning of the relevant period until the 31st December next following the end of the relevant period (inclusive of each date).

If the provisions of this paragraph (G) apply, the number of council representatives shall be reduced so that -

- (3) in the case of the category A member, the council member appointed by it who is not treasurer shall vacate office; and
- (4) in the case of the category B members, one of its council representatives appointed by the category B members together and who is not the treasurer, being such representative as may be nominated by the category B members together or (in default) by the council, shall vacate office

so that the number of council representatives of a category A member, or the number of council representatives of the category B members together, does not exceed the number to which it or they are respectively entitled.

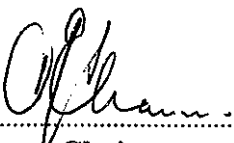
- (H) Each category A member may, by notice signed by or on behalf of it and given to the Alliance, from time to time appoint the number of council representatives to which it is entitled and remove from office any council representative appointed by it. If a member ceases to be a category A member (whether by reason of its becoming a category B member on 1st November in any year or by reason of its ceasing to be a member under article 16) its right of appointment and removal of council representatives shall thereupon cease and any person then holding office as its council representative shall thereupon vacate that office.
- (I) The category B members together shall elect the council representatives to which the category B members are entitled in accordance with the following provisions -
  - (1) Each category B member may nominate one person for election as one of the council representatives of the category B members.
  - (2) If the number of persons standing for election as the council representatives of the category B members does not exceed the number of council representatives to which the category B members are entitled, those persons shall be deemed to be elected as the council representatives of the category B members. Otherwise the council representatives of the category B members shall be elected either at a separate meeting of the category B members or by ballot (by post or otherwise) as the council may prescribe or approve. Every category B member shall have one vote for each council representative to which the category B members are entitled. Every election shall be held in such manner (being not inconsistent with these articles) as the council may prescribe or approve.

- (3) Elections shall be held within the period of 30 days following the adoption of this new article 48 and thereafter between 1st November 1998 and 30th November 1998 and between 1st November and 30th November in each subsequent year.
- (J) The council representatives of the category B members shall (subject to article 51) hold office -
  - (1) in relation to those elected by the election immediately following the adoption of this new article 48, from the expiry of the period of 30 days following the adoption of this new article 48 until 31st December 1998; and, thereafter
  - (2) during the year next following their election.

The council may fill a casual vacancy among those council representatives. A retiring council representative shall be eligible for re-election.

- (K) The office of any person who, on the date of the adoption of this new article 48, is a member of the council appointed by an ordinary member who, following the adoption of this new article 48, is not a category A member shall be vacated at the expiry of the period of 30 days from the adoption of this new article 48 unless such person is elected as a council representative of the category B members before the expiry of that period.'; and
- (b) by the deletion in paragraph (C) (1) of article 75 of the words 'fell within category C' and the substitution for them of the words 'were category B members'.

Dated 22 January 1998

  
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Chairman