

Company No: 285602

**MANOR BAKERIES LIMITED**

**MEMBERS' WRITTEN RESOLUTION**

**PURSUANT TO THE COMPANIES ACT 1985 Table A Regulation 53**

The following **special resolution** has been agreed to, pursuant to and in accordance with Regulation 53 of Table A as incorporated into the Company's Articles of Association by Article 1, by the undersigned, being all the members of the Company having the right to attend and vote at general meetings of the Company:-

**THAT:-**

1. The following new Objects Clause be inserted into the Memorandum of Association of the Company as a new clause 3(ii):-

"To establish, maintain, manage, support and contribute to any schemes for the acquisition of shares in the Company or its holding company by or for the benefit of any individuals who are or were at any time in the employment of, or directors or officers of:

- (i) the Company; or
- (ii) any company which is or was its holding company or is or was a subsidiary of the Company or any such holding company; or
- (iii) any other company or former company connected or associated in any way with the Company or with the whole or any part of its undertaking,

and to lend money to any such individuals or to trustees on behalf of such individuals to enable them to acquire shares in the Company or in its holding company and to establish, maintain, manage and support (financially or otherwise) any schemes for sharing profits of the Company or any other such company as aforesaid with any such individuals."

Signed:

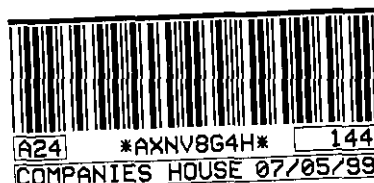



Date 29 April 1999

FOR AND ON BEHALF OF  
RANKS HOVIS MCDONUGALL LIMITED.

FOR AND ON BEHALF OF  
TOMKINS INVESTMENTS LIMITED.

**CERTIFIED  
TRUE COPY**



  
D.P. BURTON  
COMPANY SECRETARY