

**SWISS MILK PRODUCTS LIMITED
MEMBER'S WRITTEN RESOLUTION**

Convenience Foods Limited, the undersigned, being the sole member of the Company which (at the date hereof) would be entitled to vote at a general meeting at which it was present, hereby agrees:-

- (a) pursuant to section 381A of the Companies Act 1985 to the passing of the resolution set out below (which would otherwise be required to be passed as a special resolution) by way of written resolution; and
- (b) to every variation or abrogation of the rights attaching to any class of shares of which Convenience Foods Limited is a holder involved in or requisite to give effect to such resolutions.

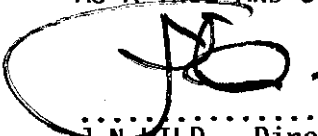
THAT:-

1. ~~UNCLASSIFIED~~ ^{AB} the share capital of the Company be increased to £30,501 by the creation of an additional ~~ordinary~~ share of £1 (the "Share") identical to and ranking pari passu with the existing ~~ordinary~~ shares of £1 each in the capital of the Company;
~~UNCLASSIFIED~~ ^{AB}
2. the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £1. This authority shall expire on 28 March 2003 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed;
3. subject to the passing of the resolution numbered 2, the directors be empowered to allot equity securities (as defined in section 94(2) of the Act) of the Company pursuant to the authority conferred by such resolution as if section 89(1) of the said Act did not apply to any such allotment. This power shall expire on 28 March 2003 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.


.....
for and on behalf of
Convenience Foods Limited

Date: 28 March 2002

CERTIFIED THIS 19TH DAY OF APRIL 2002
AS A TRUE AND CORRECT COPY


.....
J. N. WILD - Director of Swiss Milk
Products Ltd

