

Company number: 0740635



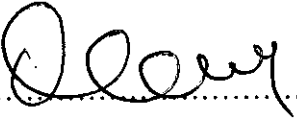
The Companies Act 1985
SPECIAL RESOLUTIONS
of
STONEGATE FARMERS LIMITED

Passed 27 July 2006

SPECIAL RESOLUTIONS

1. **THAT** subject to compliance with sections 155 to 158 of the Companies Act 1985 (the “Act”), the reduction or discharge by the Company or any of its subsidiaries of any liability of any person which has been incurred for the purpose of the acquisition by Goodmix Limited (now renamed as Noble Foods Limited) (“**Buyer**”) of the shares in Clifford Kent Holdings Limited (“**CKH**”) which was completed on 23 June 2006 together with the terms and arrangements contemplated by the execution, delivery and performance by the Company of the following documents each be and they are hereby approved:
 - 1.1 a letter of accession from the Company to GE Commercial Finance Limited (the “**Lender**”) acceding to a credit agreement dated 21 January 2000 entered into between GE Capital Commercial Finance Limited (now the Lender) and Deans Food Group Limited (“**DFG**”) as amended and restated by a supplemental agreement dated 23 June 2006 between amongst others DFG, CKH, the Buyer, the Company and the Lender (“**Credit Agreement**”); and
 - 1.2 an unsecured subordinated inter company loan agreement with amongst others the Buyer and the Company (“**Intra Group Loan Agreement**”);(together the documents referred to in resolutions 1.1 and 1.2 above being together referred to as “**Finance Documents**”).
2. **THAT** the approval for the Company to enter into the Finance Documents be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.
3. **THAT** the Articles of Association of the Company be and they are hereby amended as follows:
 - 3.1 Article 3 (restriction on the giving of financial assistance) be deleted in its entirety and Articles 4 to 23A be renumbered accordingly;

- 3.2 Article 46 (Directors convening EGM) shall be amended by adding the words “or any Member owning more than half of the issued share capital” after the words “any two Members” in line 5;
- 3.3 Article 53 (minimum quorum of shareholders to be three) shall be deleted and replaced by the following article:
- “No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.”;*
- 3.4 Article 74 (minimum number of directors to be three) shall be deleted and replaced by the following article:
- “Unless and until otherwise determined by ordinary resolution of the Company, the number of Directors shall have no maximum and shall not be less than one.”;*
- 3.5 Article 90 (declaration of directors’ interests) shall be deleted and replaced with the following article:
- “A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when such contract or arrangement is under consideration, subject at all times to complying with the requirements of the Companies Act 1985 (as amended from time to time).”;*
- 3.6 Article 94 to 97 inclusive (rotation of directors) shall be deleted and replaced with the following new Article 94 (and subsequent articles shall be renumbered):
- “A director shall not retire by rotation and a director appointed to fill a vacancy or as an addition to the board shall not retire from office at the annual general meeting next following his appointment.”;*
- 3.7 Article 98 (appointment of new directors) shall be amended by deleting the words “and may also determine in what rotation such increased or reduced number is to go out of office”;
- 3.8 Article 99 (power to fill a casual vacancy of directors) shall be amended by deleting the final sentence which reads “Subject to the provisions of section 184 of the Act, any director so appointed shall hold office only until the next following annual general meeting, when he shall retire, but shall be eligible for re-election”;
- 3.9 Article 103 (directors quorum) shall be amended by deleting the second sentence and replacing it with the following:
- “until otherwise determined, two directors shall constitute a quorum unless there is only a sole director appointed in which case one director shall be a quorum.”.*


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Chairman