

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMBERS' SPECIAL RESOLUTION

OF

ENGLISH BUTTER MARKETING COMPANY LIMITED

(Passed 26 September 1991)

At the Annual General Meeting of the above named Company duly convened and held at The Great Western Royal Hotel, Praed Street, Paddington, London W2 on 26 September 1991 at 12.15 p.m. the following resolution was duly passed as a Members' Special Resolution pursuant to Section 376 of the Companies Act 1985:

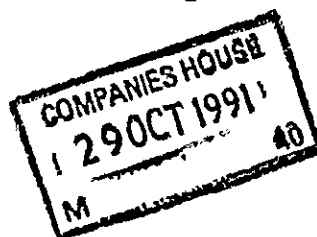
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Members' Special Resolution

- (a) That the Articles of Association of the Company be amended by adding, at the end of Clause 5 thereof, the following clause, to be numbered 5(j):

"5(j) The Directors shall register any transfer of shares notwithstanding the non-fulfilment of the provisions of Articles 4 and 5 thereof if required to do so by a special resolution of the Members."

- (b) That the Directors are required to register the following transfers of shares subject to the Transferee providing a duly completed and stamped transfer form:



<u>Transferor</u>	<u>Transferee</u>	<u>No. of Ordinary Shares</u>	<u>Consideration for Transfer</u>
Asda Stores Limited (formerly Associated Dairies Limited Company No 404777)	Co-operative Wholesale Society Limited	280	£28,000.00
Northern Foods PLC	Co-operative Wholesale Society Limited	280	£28,000.00

- (c) That on the 27th September 1991, the Articles of Association shall be amended by deletion of Clause 5(j) but the said deletion shall be without prejudice to any registration required to register the transfer of shares referred to in paragraph (b) above.


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Chairman