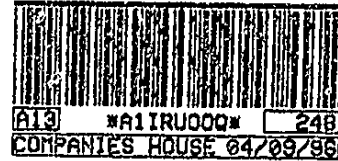


Number of Company: 1227964



The Companies Act 1985
Company Limited by Shares

SPECIAL RESOLUTIONS
(Pursuant to s.378 (2) of the Companies Act 1985)
of
CREIGHTON'S NATURALLY plc

Passed 29th August, 1996

At the Annual General Meeting of the above-named Company, duly convened, and held at Water Lane, Storrington, West Sussex on the 29th day of August 1996, the subjoined SPECIAL RESOLUTIONS were duly passed, viz.,

1. THAT:

- (A) the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £242,174 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution except that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired, this authority to replace any existing like authority given prior to the date hereof which is hereby revoked with immediate effect;
- (B) in addition and without prejudice to any existing powers, the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94 of the said Act) pursuant to the authority conferred upon them by paragraph (A) of this Resolution (as varied from time to time by the Company in General Meeting) as if Section 89(1) of the said Act did not apply to any such Allotment PROVIDED THAT such power shall be limited:
 - (a) to the allotment of equity securities in connection with a rights issue in favour of Ordinary shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (as nearly as may be) to the respective number of Ordinary shares held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory; and
 - (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £46,591;

and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution unless renewed or extended prior to or at such meeting, except that the Company may before the expiry of any power contained in this Resolution 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.

2. THAT the company be and is hereby generally and unconditionally authorised pursuant to Section 166 of the Companies Act 1985 to make market purchases (as defined in Section 163(3) of the said Act) of its own Ordinary shares of 20 pence each ("Ordinary shares") in such manner and on such terms as the Directors may from time to time determine, provided that:

- (A) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the company after the passing of this Resolution unless renewed or extended prior to or at such meeting, except that the Company may before the expiry of such authority make any contract of purchase of Ordinary shares which will or might be completed wholly or partly after such expiry and to purchase Ordinary shares in pursuance of such contract as if the authority conferred hereby had not expired;
- (B) the maximum number of shares hereby authorised to be purchased shall not exceed 694,000 Ordinary shares (representing 14.9 per cent. of the Company's issued share capital);
- (C) the maximum price which may be paid for each Ordinary share pursuant to the authority hereby conferred is an amount equal to 105 per cent. of the average of the prices recorded for business transacted (derived from The London Stock Exchange Daily Official List) for the ten business days prior to the date of purchase and the minimum price is 20 pence, such price being exclusive of Advance Corporation Tax, if any, payable by the Company.

Signature:



CHAIRMAN

(to be signed by the Chairman/Director/Secretary of the Company)