

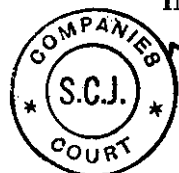
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IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

No. 00959 of 1997

IN THE MATTER of CREIGHTON'S NATURALLY plc
and

IN THE MATTER of THE COMPANIES ACT 1985



Mr. Registrar Buckley

ORDER

UPON THE PETITION of the above-named Creighton's Naturally plc the registered office of which is situate at Unit 1, Water Lane Industrial Estate, Storrington, Pulborough, West Sussex RH20 3DP on 20 February 1997 preferred unto this Court

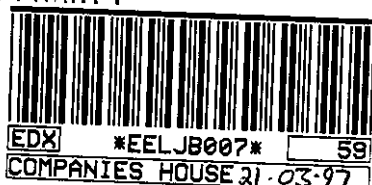
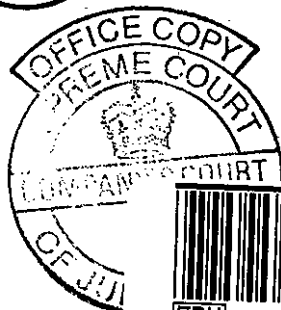
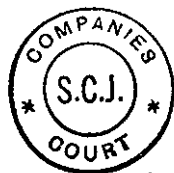
AND UPON HEARING Counsel for the Petitioner

AND UPON READING the said Petition and the evidence

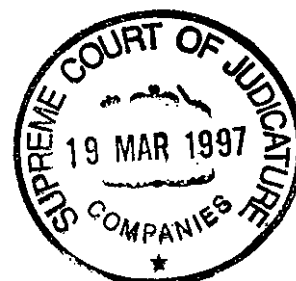
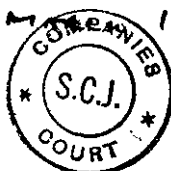
THIS COURT ORDERS that the reduction of the Share Premium Account of the said Company resolved on and effected by a Special Resolution passed at an Extraordinary General Meeting of the said Company held on 14 January 1997 be and the same is hereby confirmed in accordance with the provisions of the above-mentioned Act

AND IT IS ORDERED that this Order be produced to the Registrar of Companies and that an office copy hereof be delivered to him

AND IT IS ORDERED that notice of the registration by the Registrar of Companies of this Order be published once in "The Times" newspaper within
21 days after such registration



Dated 2nd 19th March 1997



No. 00959 of 1997

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

IN THE MATTER OF
CREIGHTON's NATURALLY plc

and

IN THE MATTER OF
THE COMPANIES ACT 1985

ORDER

on

PETITION

W. Davies & Son
Acorn House,
5 Chertsey Road,
Woking,
Surrey, GU21 5AB

ref: Mr. S. Solomon

01483 761876
fax: 761352
DX 2903 Woking

Corrected & True Copy
W. Davies. Son

MINUTES OF EXTRAORDINARY GENERAL MEETING of CREIGHTON'S NATURALLY PLC ("the Company") HELD AT THE OFFICES OF DIBB LUPTON ALSOP, 125 LONDON WALL, LONDON EC2Y 5AE ON THE 14TH DAY OF JANUARY 1997 AT 10.00 a.m.

PRESENT: John Carr (In the Chair)

Angela Nicholls
Robert Bailey
Chris Winter
Denis Price

1. Mr Carr took the chair and on opening the meeting declared that it had been properly convened and constituted. As a quorum was in attendance the meeting could proceed to business.

2. NOTICE

With the consent of the meeting the notice convening the meeting was taken as read.

3. INCREASE AND ALLOTMENT OF SHARE CAPITAL AND DISAPPLICATION OF PRE-EMPTION RIGHTS

The Chairman proposed that the following resolution be passed as a special resolution:-

"That subject to and conditionally upon but effective immediately prior to the admission of the New Ordinary Shares to be issued pursuant to the Placing and Open Offer (as such terms are defined in the prospectus dated 18th December 1996 to which this Notice is attached ("the Prospectus")) to the Official List of the London Stock Exchange Limited:

- 1.1 the authorised share capital of the Company be increased from £1,200,000 divided into 6,000,000 ordinary shares of 20p each to £4,200,000 divided into 21,000,000 ordinary shares of 20p each by the creation of an additional 15,000,000 ordinary shares of 20p each, to rank pari passu in all respects with the existing ordinary shares of 20p each in the capital of the Company;
- 1.2 the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of the said Section 80) of the Company up to an aggregate nominal value of £3,043,478.20 provided that this authority shall expire on the fifth anniversary of the passing of this resolution unless previously renewed, varied or revoked by the Company

"That subject to confirmation by the Court, the amount standing to the credit of the Share Premium Account in the books of account of the Company of £3,297,000 be cancelled."

The Chairman put the resolution to the meeting and it was passed as a special resolution.

6. CLOSE OF BUSINESS

There being no further business to transact, the meeting was closed.

.....*Peter Larr*.....
Chairman