

**THE COMPANIES ACTS 1985 TO 1989**

**SPECIAL RESOLUTION**

**OF**

**CREIGHTON'S NATURALLY PLC**

**PASSED: 30<sup>TH</sup> SEPTEMBER 1997**

At the Annual General Meeting of the above company the undernoted special resolution was duly passed:

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 20p 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 on the earlier of the date which is fifteen months after the date of the passing of this resolution and 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, 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 hereby had not expired;
- (b) the maximum number of Ordinary Shares hereby authorised to be purchased shall not exceed 2,979,491 Ordinary Shares (representing 14.99% of the company's issued share capital as at 31<sup>st</sup> March 1997);
- (c) the maximum price which may be paid for each Ordinary Share pursuant to the authority hereby conferred is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share (derived from The London Stock Exchange Daily Official List) for the five business days prior to the date of purchase and the minimum price is 20p, such price being exclusive of advance corporation tax, if any paid by the Company.

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CHAIRMAN

