

RESOLUTIONS

CREIGHTON'S NATURALLY PLC ("the Company")

Company Number 1227964

At an Extraordinary General Meeting of the Company duly convened and held at 10.00 a.m. on 14th January 1997 at the offices of Dibb Lupton Alsop, 125 London Wall, London EC2Y 5AE, the following resolutions were duly passed as special resolutions:-

1. "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 in general meeting, and provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an 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;
 - 1.3 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 (within the meaning of Section 94 of the said Act) pursuant to the authority conferred upon them by Section 80 of the said Act by paragraph 1.2 of this resolution as if Section 89(1) of the said Act did not apply to any allotment of equity securities made in connection with the placing and open offer of equity securities up to a maximum nominal value of £3,043,478.20 pursuant to the Placing and Open Offer, provided that this power shall expire on 9th January 1998 save that the directors may before such expiry 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 has not expired and so that all previous authorities of the directors pursuant to Section 95 of the said Act be and are hereby revoked."

2. "That articles of association in the form of the draft produced to the meeting and signed for the purpose of identification only by the Chairman be adopted as the new articles of association of the Company in substitution for and to the exclusion of all existing articles of association."
3. "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."


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Secretary