

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
UB FOODS US LIMITED

Passed 30 March 2001

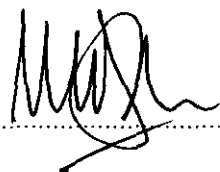
At an Extraordinary General Meeting of the above-named Company, duly convened and held on Friday 30 March 2001, the following Resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

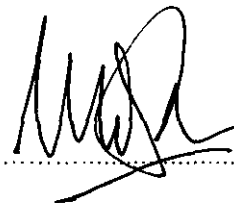
THAT the execution, delivery and performance by the Company of, and the subsequent exercise of rights under, the documents (the entry into of which constitutes financial assistance) reviewed at and listed at item 5 of the Minutes of the Board Meeting of the Directors of the Company held on Friday 30 March 2001 (the "**Documents**") is in the best interests of the Company.

THAT the giving of financial assistance by the execution of, and the subsequent exercise of rights under, the Documents be and is hereby approved.

THAT approval for the Company to enter into the Documents be and is hereby given, notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985.



United Biscuits (Holdings) Limited



UB Investments Plc



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