

**THE COMPANIES ACT 1985**

**RESOLUTION IN WRITING**

**of**

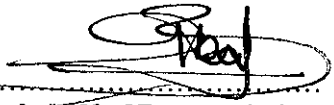
**CAULDRON FOODS LIMITED**  
**("Company")**

In accordance with Regulation 53 of Table A of the Companies Act 1985, as incorporated into the Company's Articles of Association, we, being the sole member of the Company who, at the date of this resolution is entitled to attend and vote at a general meeting of the Company, hereby make the following written resolutions which shall have effect as special resolutions duly passed by the Company in general meeting

**THAT:**

1. the Company be authorised to give the financial assistance described in the declaration sworn by the directors of the Company and appended hereto and to enter into the novation and amendment agreement with Broomco (2705) Limited referred to in that declaration.
2. the document described in the declaration referred to above be entered into notwithstanding that obligations contained therein constitute financial assistance within Section 151 of the Companies Act 1985 (the "Act") and that subject to the procedures set out in Sections 155-158 of the Act being followed the giving of such financial assistance by the Company be approved.
3. the execution delivery and performance of the document described in the declaration referred to above (together with that of any ancillary documents referred to therein) and the arrangements referred to in the above paragraphs is for the benefit of and in the best interests of the Company for the purposes of carrying on its business and that there is full and fair consideration to the Company for the obligations it is undertaking in respect thereof.
4. any act done or document executed pursuant to any of the foregoing paragraphs of this resolution shall be valid, effective and binding upon the Company notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's Articles of Association (any such limitation being hereby suspended, waived, relaxed, or abrogated to the extent requisite to give effect to the foregoing resolutions).



  
For and on behalf of Rayner & Co. (Investments) Limited

13 December 2001  
Date