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MINUTES OF THE ANNUAL GENERAL MEETING  
OF THE MEMBERS OF ZEST FOODS LTD

held at Unit 6, Quarry Wood Ind Est Mills Road, AYLESFORD, Kent.  
On Tuesday 19<sup>th</sup> May 1998 at 11.15am

Present :                      Mr T J Barlow              (Chair)  
                                     Mr F O Hausermann  
                                     Mr N C Williams

In attendance :              Mr G Palmer  
                                     Mr A R Miner

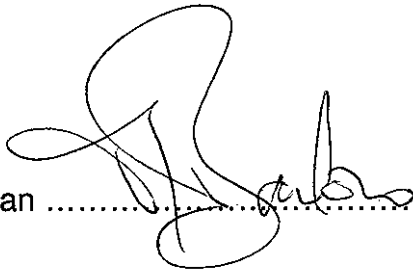
Apologies received from : Mr I McCormick

IT WAS RESOLVED THAT :

1.     Financial Statements 1997  
      The audited financial statements for the year ended 31 December 1997,  
      as presented, be and they are, hereby adopted.
  
2.     Auditors  
      Price Waterhouse, would be asked to resign and Arthur Andersen be  
      invited to hold office until the conclusion of the next Annual General  
      Meeting at which accounts are laid before the company and that their  
      remuneration be determined by the directors.

There being no further business, the meeting closed at 11.20am

Chairman .....



ZEST FOODS AGM 19.5.98

