

Company No: 2454068

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

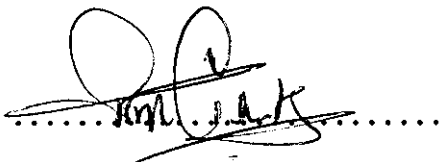
of

ZEST FOODS LIMITED

AT an extraordinary general meeting of the above named Company duly convened and held on *24th June* 1996 the following resolution was duly passed as a special resolution of the Company

SPECIAL RESOLUTION

That the provisions of Article 2(b) of the Company's Articles of Association shall not apply to any allotment of "B" Shares made in connection with the class dividend declared and approved at this Meeting.


.....

CHAIRMAN

RE-SCAN



8-07-96 260

Company No: 2454068

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

ZEST FOODS LIMITED

AT an extraordinary general meeting of the above named Company duly convened and held on *24th June* 1996 the following resolutions were duly passed as special resolutions of the Company

SPECIAL RESOLUTIONS

1. THAT

- (1) The Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 Companies Act 1985 to exercise the power of the Company to allot relevant securities (as defined in that section) up to a maximum amount in nominal value of £1,000 such authority to expire on 31st December 2000; and
- (2) The authority conferred by this Resolution be and it is in substitution for each (if any) other authority already given pursuant to the said Section 80 whether contained in the Articles of Association or otherwise and each (if any) such earlier authority is hereby revoked but without prejudice to the validity of any allotment offer or agreement made pursuant to

any such earlier authority before the date upon which this Resolution is passed;

2. THAT of the 2 Ordinary Shares of £1 each in the capital of the Company presently in issue, the one Ordinary share registered in the name of Timothy John Bonham Clarke be and it is hereby redesignated as an "A" Ordinary share of £1 and the one Ordinary Share registered in the name of Rina Judith Clarke be and it is hereby redesignated as a "B" Ordinary Share of £1 and that such shares shall have attached to them the respective rights set out in the Articles of Association of the Company as proposed to be amended pursuant to Special Resolution 3 below.
3. THAT the Articles of Association be and they are hereby amended by the addition of the following new Articles as Article 15.

SHARE CAPITAL

"15.(A) The issued share capital of the Company at the date of the adoption of this Article is £2 divided into one "A" Ordinary Share of £1 ("A Shares") and one "B" Ordinary Share of £1 ("B" Shares). The "A" Shares and the "B" Shares shall be separate classes of shares but save as herein provided shall rank pari passu in all respects. The rights attaching to the respective classes of shares shall be as follows:

(1) Income

- (a) The profits which the Company may determine to distribute in respect of any accounting reference period may, in the Directors' absolute discretion, be distributed either amongst the holders of the "A" Shares as a class or entirely amongst the holders of the "B" Shares as a class or amongst all the Members, and any distribution may be satisfied, in the Directors' absolute discretion, by the payment of a cash dividend or by the allotment of shares in

accordance with paragraph (B) below.

- (b) In the event that the Directors, pursuant to sub-paragraph (a) above, pay a dividend in cash or by the allotment of shares in accordance with paragraph B below to the holders of only one class of shares ("the Recipient Shares") to the exclusion of the holders of the other class of shares ("the Non-Recipient Shares") then the holders of the Recipient Shares shall be entitled to such dividend in proportion to the amounts paid up or credited as paid up on the Recipient Shares held by them but they shall not be entitled to any further dividend in respect of the Recipient Shares unless and until the Directors have paid to the holders of the Non-Recipient shares as a class a dividend of an amount equal to the amount of the dividend paid to the holders of the Recipient Shares multiplied by the fraction of which the numerator is the number of Non-Recipient shares in issue at the date of the adoption of this Article and the denominator is the number of Recipient Shares in issue at the date of the adoption of this Article.

- (c) In the event that the Directors pay a dividend in cash to all the Members, such dividend shall be divided as follows:
 - (i) as to 50% thereof amongst the holders of the "A" Shares as a class pro rata according to the amounts paid up or credited as paid up on the "A" shares held by them.

 - (ii) as to 50% thereof amongst the holders of the "B" Shares as a class pro rata according to the amounts paid up or credited as paid up on the "B" shares held by them.

(2) Capital

On a return of assets on liquidation or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows:

- (a) in distributing 50% of such assets amongst the holders of the "A" Shares in proportion to the amounts paid up or credited as paid up on the "A" Shares held by them; and
- (b) in distributing 50% of such assets amongst the holders of the "B" Shares in proportion to the amounts paid up or credited as paid up on the "B" Shares held by them; and

(3) Voting

Upon a show of hands every Member present in person shall have one vote. If at any General Meeting a poll is duly demanded, on any resolution whatsoever, every holder of "A" Shares present in person or by proxy shall have one vote for every "A" Share held by him and every holder of "B" Shares present in person or by proxy shall have for every "B" Share held by him a number of votes equal to the fraction of which the numerator is the number of "A" Shares in issue at the date of the General Meeting multiplied by the number of "B" Shares in issue at the date of the adoption of this Article and the denominator is the number of "A" Shares in issue at the date of the adoption of this Article, multiplied by the number of "B" Shares in issue at the date of the General Meeting.

- B. The Directors may, in respect of any interim final or special dividend or dividends declared or proposed to be declared, offer the holders of "A" Shares and/or the holders of "B" Shares the right to elect to receive additional "A" Shares or "B" Shares as the case may be,

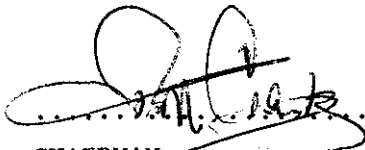
credited as fully paid in whole or in part, instead of cash in respect of such dividend or dividends declared or proposed to be declared. The following provisions shall apply:

- (a) the basis of allotment shall be determined by the Directors as they shall think fit provided that:
 - (i) the numbers of additional "A" Shares or "B" Shares (as the case may be) which the holders of "A" Shares and/or "B" Shares shall be offered the right to elect to receive shall be proportionate to the cash amounts that they would have received by the way of dividend; and
 - (ii) the nominal value of the total number of additional "A" Shares which all the holders of "A" Shares shall be offered the right to elect to receive shall not exceed the nominal value of the "A" Shares comprised in, and the nominal value of the total number of additional "B" Shares which all the holders of "B" Shares shall be offered the right to elect to receive shall not exceed the nominal value of the "B" Shares comprised in, the Company's authorised but unissued share capital which the Directors have authority to issue or allot pursuant to Section 80 of the Companies Act 1985; and
 - (iii) each holder of "A" Shares and/or "B" Shares shall be offered the right to elect to receive a number of additional "A" Shares or "B" Shares, as the case may be, the nominal value of which does not exceed the cash amount which he would have received by way of dividend; and
 - (iv) no holder of an "A" Share or a "B" Share may receive a fraction of a share.
- (b) The right to elect to receive additional "A" Shares or "B" Shares may be offered only in respect of a particular

dividend.

- (c) After determining the basis of allotment the Directors shall give the holders of the "A" Shares and/or the "B" Shares written notice of the right of election offered to them and shall send with or following such notification forms of election and shall specify the procedure to be followed and place at which, and the latest time by which, duly completed forms of election must be lodged in order to be effective.
- (d) The dividend (or that part of the dividend in respect of which a right of election has been offered) shall not be payable on "A" Shares or "B" Shares in respect whereof the said election has been duly made ("the elected Shares") and instead thereof additional shares out of the unissued share capital of the Company shall be allotted to the holders of the elected shares on the basis of allotment determined as aforesaid and to the effect that shares allotted to a holder of "A" shares shall automatically become and be designated "A" shares and shares allotted to a holder of "B" shares shall automatically become and be designated "B" shares. For such purpose the Directors shall capitalise out of such of the sums standing to the credit of reserves (including any share premium account or capital redemption reserve fund or any other fund which could be applied in paying up unissued shares to be allotted to members as fully paid bonus shares) or any of the profits which could otherwise have been applied in paying dividends in cash as the Directors may determine, a sum equal to the aggregate nominal amount of the additional shares to be allotted on such basis and apply the same in paying up in full the appropriate number of unissued shares for allotment and distribution to and amongst the holders of the elected Shares on such basis.
- (e) No shares shall be allotted hereunder until after the Company has by Ordinary Resolution:

- (i) declared the dividend in place of which they are to be allotted;
 - (ii) confirmed the directors' exercise of their powers hereunder; and
 - (iii) approved the allotment of the additional shares to the holders of the elected Shares on the basis of allotment determined by the Directors as aforesaid.
- (f) Section 89(1) of the Act shall not apply to the allotment hereunder of the additional "A" Shares and/or "B" Shares to the holders of the elected Shares on the basis of allotment determined by the Directors as aforesaid.
- (g) The additional "A" Shares and/or "B" Shares allotted hereunder shall rank pari passu in all respects with the fully paid "A" Shares or "B" Shares (as the case may be) then in issue save only as regards participation in the dividend in place of which they have been allotted."


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CHAIRMAN