

Company No. 2455416

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

ORDINARY RESOLUTIONS

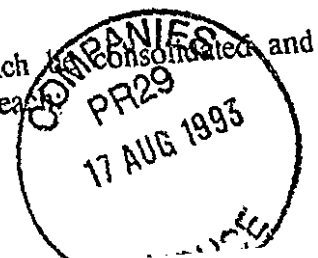
OF

DEL MONTE FOODS INTERNATIONAL LIMITED

At an ANNUAL GENERAL MEETING of Del Monte Foods International Limited held at Del Monte House, London Road, Staines, Middlesex TW18 4JD on 28 July 1993, the following Resolutions were duly passed as Ordinary Resolutions:-

ORDINARY RESOLUTIONS

- (1) THAT notwithstanding any of the special rights and privileges attaching to any of the shares in the Company's capital as contained in the Company's Articles of Association the authorised Share Capital of the Company of £96,836,947 divided into 588,100 "A" ordinary shares of 1 pence each, 10,669,886 "B" ordinary shares of 1 pence each, 331,332 "C" ordinary shares of 1 pence each, 841,549 "D" ordinary shares of 1 pence each, 2,082,151 "E" ordinary shares of 1 pence each, 59,824,913 first redeemable cumulative preference shares of £1 each, 36,361,903 second redeemable cumulative preference shares of £1 each and 82 unclassified ordinary shares of 1 pence each be consolidated and converted into 484,184,735 ordinary shares of 20 pence each as follows:
- (a) the 588,100 "A" ordinary shares of 1 pence be consolidated and sub-divided into 29,405 ordinary shares of 20 pence each;
 - (b) the 10,669,886 "B" ordinary shares of 1 pence be consolidated and sub-divided into 533,494 ordinary shares of 20 pence each;
 - (c) the 331,332 "C" ordinary shares of 1 pence be consolidated and sub-divided into 41,566 ordinary shares of 20 pence each;
 - (d) the 841,549 "D" ordinary shares of 1 pence be consolidated and sub-divided into 42,077 ordinary shares of 20 pence each;
 - (e) the 2,082,151 "E" ordinary shares of 1 pence each be consolidated and converted into 104,107 ordinary shares of 20 pence each.



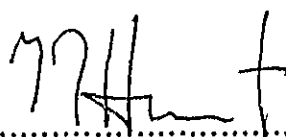
- (f) each of the 59,824,913 first redeemable cumulative preference shares of £1 each be sub-divided and converted into 299,124,565 ordinary shares of 20 pence each;
- (g) each of the 36,861,903 second redeemable cumulative preference shares of £1 each be sub-divided and converted into 184,309,515 ordinary shares of 20 pence each;
- (h) the 82 unclassified ordinary shares of 1 pence each be consolidated and sub-divided into 4 ordinary shares of 20 pence each; and
- (i) fractional remainders be aggregated to form 2 additional ordinary shares of 20 pence each;

so that the Share Capital of the Company shall be consolidated accordingly into an aggregate of 484,184,735 ordinary shares of 20 pence each.

The new ordinary shares of 20 pence each arising after consolidation shall form one uniform class of shares and have the rights and be subject to the restrictions contained in the new Articles of Association.

- (2) THAT the authorised Share Capital of the Company be and is hereby increased from £96,836,947 to £100,000,000 divided into 500,000,000 ordinary shares of 20 pence each by the creation of 15,815,265 additional ordinary shares of 20 pence each.

Certified a true copy


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T J Hunt
Group Secretary