

Company No. 2455416

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTIONS

of

DEL MONTE FOODS INTERNATIONAL LIMITED

At the Second Annual General Meeting of the Company held at The Merchant Taylors' Hall, 30 Threadneedle Street, London EC2R 8AY on 30 June 1992 the following Resolutions were duly passed as Special Resolutions of the Company:

- (1) THAT the Articles of Association of the Company be and are hereby amended by the insertion of the following as a new Article 22 (renumbering the existing Article 22 to 23).

"22. DIRECTORS' FEES

Unless otherwise determined by the Company by ordinary resolution, there shall be paid to each Director (other than an alternate Director, a "B" Director or a Director entitled to receive any salary, remuneration or other amounts pursuant to other provisions of these Articles) such fee (not exceeding £20,000 (plus any applicable VAT) per annum or such larger amount as the Company may determine by ordinary resolution) for his services in the office of Director as the Directors may decide, together with all expenses reasonably incurred by him in connection with his appointment as a Director. Any fee payable pursuant to this Article shall accrue from day to day."

- (2) THAT 82p in nominal value of the authorised share capital of the Company not previously divided into shares is hereby divided into 82 unclassified Ordinary Shares of 1p each; the authorised share capital is therefore £96,836,947 divided into 588,100 "A" Ordinary Shares of 1p each, 10,669,886 "B" Ordinary Shares of 1p each, 631,332 "C" Ordinary Shares of 1p each, 841,549 "D" Ordinary Shares of 1p each, 2,082,151 "E" Ordinary Shares of 1p each, 82 unclassified Ordinary Shares of 1p each, 59,824,913 First Redeemable Cumulative Preference Shares of £1.00 each and 36,861,903 Second Redeemable Cumulative Preference Shares of £1 each.



Chairman

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