

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

PRECIS (975) LIMITED

At an EXTRAORDINARY GENERAL MEETING of Precis (975) Limited held at Royex House, Aldermanbury Square, London EC2V 7LD on 5 May 1990, the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

- (A) THAT the authorised capital of the Company be and hereby is increased to £96,832,393 by the creation of 438,100 "A" Ordinary Shares of 1p each, 11,130,115 "B" Ordinary Shares of 1p each, 606,332 "C" Ordinary Shares of 1p each, 606,332 "D" Ordinary Shares of 1p each, 2,082,139 "E" Ordinary Shares of 1p each, 59,824,913 First Redeemable Cumulative Preference Shares of £1 each and 36,861,903 Second Redeemable Cumulative Preference Shares of £1 each.

Certified a true copy

R M H Malthouse.....

R M H Malthouse
Group Secretary

05 JAN 1991

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**THE COMPANIES ACT 1985
AND THE COMPANIES ACT 1989
PRIVATE COMPANY LIMITED BY SHARES**

SPECIAL RESOLUTIONS

OF


**DEL MONTE FOODS INTERNATIONAL LIMITED
(formerly known as Precis (975) Limited)**

Pursuant to Section 113 of the Companies Act 1989 we being all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE the following as Special Resolutions of the Company this 28th day of September 1990:-

SPECIAL RESOLUTIONS

- (A) THAT Resolution (A) passed on 5 May 1990 be corrected to record that the authorised share capital of the Company as thereby increased is £96,836,946;
- (B) THAT 225,000 issued "B" Ordinary Shares of 1p each held as to 85,185 by Charterhouse European Managers Limited as General Partner of Charterhouse European Limited Partnership (No.1), (No.2) and (No.3) and as to 139,815 by The Royal Bank of Scotland Trust Company (C.I.) Limited as General Partner of the 2nd Charterhouse Buy-Out Fund be reclassified as 225,000 "C" Ordinary Shares of 1p each having the rights set out in the Articles of Association of the Company;
- (C) THAT 235,217 unissued "B" Ordinary Shares of 1p each be reclassified as 235,217 "D" Ordinary Shares of 1p each having the rights set out in the Articles of Association of the Company;
- (D) THAT 12 unissued "B" Ordinary Shares of 1p each be reclassified as 12 "E" Ordinary Shares of 1p each having the rights set out in the Articles of Association of the Company.

Certified a true copy


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R M H Malthouse
Group Secretary

0 5 JAN 1990

Company No. 2455416

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

PRECIS (975) LIMITED

At an EXTRAORDINARY GENERAL MEETING of Precis (975) Limited held at Royex House, Aldermanbury Square, London EC2V 7LD on 5 May 1990, the following Resolution was duly passed as a Special Resolution:-

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Certified a true copy

R M H Malthouse.....

R M H Malthouse
Group Secretary

05 JAN 1993

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**THE COMPANIES ACT 1985
AND THE COMPANIES ACT 1989
PRIVATE COMPANY LIMITED BY SHARES**


**SPECIAL RESOLUTIONS
OF
DEL MONTE FOODS INTERNATIONAL LIMITED
(formerly known as Precis (975) Limited)**

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- (D) THAT 12 unissued "B" Ordinary Shares of 1p each be reclassified as 12 "E" Ordinary Shares of 1p each having the rights set out in the Articles of Association of the Company.

Certified a true copy


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R M H Malthouse
Group Secretary

05 JAN 1990

Company No. 2455416

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

**SPECIAL RESOLUTION
OF
DEL MONTE FOODS INTERNATIONAL LIMITED**

At the ANNUAL GENERAL MEETING of Del Monte Foods International Limited held at Royex House, Aldermanbury Square, London EC2V 7LD on 18 June 1991, the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT Resolution (A) passed on 28 September 1990 be corrected to record that the authorised share capital of the Company as increased is £96,836,947.

Certified a true copy

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R M H Malthouse
Group Secretary

05 JAN 1993
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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
OF
DEL MONTE FOODS INTERNATIONAL LIMITED

At the ANNUAL GENERAL MEETING of Del Monte Foods International Limited held at The Merchant Taylors' Hall, 30 Threadneedle Street, London EC2 on 30 June 1992, the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. THAT Resolution (A) passed on 28 September 1990 be corrected to record that the authorised share capital of the Company as increased is £96,836,947;
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, 831,332 "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 £1.00 each.

Certified a true copy

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R M H Malthouse
Group Secretary

05 JAN 1993