

Private & Confidential

No 2455786

THE COMPANIES ACT 1985

SPECIAL RESOLUTIONS

of

NORTHERN FOODS (GROUP SERVICES)

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Passed 31st March 1994

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At an Extraordinary General Meeting of the above-named Company, duly convened and held at Beverley House, St. Stephen's Square, Hull HU1 3XG on 31st March 1994 the following resolutions were duly passed as SPECIAL RESOLUTIONS:

SPECIAL RESOLUTIONS

THAT:

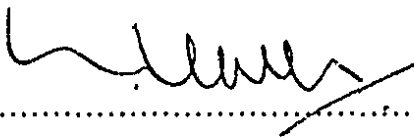
1. The share capital of the Company be reduced from £600,000,000 divided into 600,000,000 shares of £1 each to £78,726,998 divided into 78,726,998 shares of £1 each by:

- (a) repaying to Beverley House Investments Limited the sum of £481,273,769 in respect of 481,273,769 of the issued shares of £1 each of the Company registered in the name of Beverley House Investments



Limited, such capital being in excess of the requirements of the Company; and

- (b) repaying to Farnsworth Investments Limited the sum of £39,999,233 in respect of 39,999,233 of the issued shares of £1 each of the Company registered in the name of Farnsworth Investments Limited, such capital being in excess of the requirements of the Company.
2. Forthwith and contingently on the reduction of capital set out in Resolution No. 1 taking effect the Company adopt the regulations, contained in the document submitted to the meeting and for the purpose of identification signed by the Chairman, as the articles of association of the Company in substitution for and to the exclusion of the Company's existing articles of association.

  
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Chairman of the Meeting

