

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
UNITED BISCUITS (UK) LIMITED



Passed 30 March 2001

At an Extraordinary General Meeting of the above-named Company, duly convened and held on Friday 30 March 2001, the following Resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

THAT the execution, delivery and performance by the Company of, and the subsequent exercise of rights under, the documents (the entry into of which constitutes financial assistance) reviewed at and listed at item 5 of the Minutes of the Board Meeting of the Directors of the Company held on Friday 30 March 2001 (the "**Documents**") is in the best interests of the Company.

THAT the giving of financial assistance by the execution of, and the subsequent exercise of rights under, the Documents be and is hereby approved.

THAT approval for the Company to enter into the Documents be and is hereby given, notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985.

McVitie & Price Limited
and in his capacity as Chairman
of United Biscuits (UK) Limited

Registered Office: United Biscuits (UK) Limited
United Biscuits HQ
Church Road
West Drayton
Middlesex
UB7 7PR
England

UB Investments plc
and in his capacity as Chairman of
United Biscuits (UK) Limited