

COMPANY NUMBER: 2506007

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS OF UNITED BISCUITS (UK) LIMITED

(Pursuant to Section 378 of the Companies Act 1985)

PASSED ON 7 APRIL 1997

At an Extraordinary General Meeting of the Company held at Group HQ, West Drayton, Middlesex UB7 7PR on 7 April 1997 the first resolution set out below was passed as an **ORDINARY RESOLUTION** and the second resolution set out below was passed as a **SPECIAL RESOLUTION**:

1. That the authorised share capital of the Company be increased from £10,000,000 to £12,000,000 by the creation of 2,000,000 ordinary shares of £1 each in the capital of the Company having the rights and subject to the restrictions contained in the Articles of Association of the Company to rank pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company.
2. That the Directors be and are hereby generally and unconditionally authorised pursuant to Section 80 Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company at the date of passing this resolution Provided That the authority hereby given
  - 2.1 shall expire five years after the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of any offer or agreement so to do made by the Company before the expiry of this authority
  - 2.2 shall (in accordance with Section 95(1) Companies Act 1985) be exercised as if Section 89 (1) Companies Act 1985 did not apply to any allotment hereunder

  
CHAIRMAN

