

SPECIAL RESOLUTIONS
of
FIESTA FINE FOODS LIMITED

At an Extraordinary General Meeting of the above named Company held at 11 St. James's Square, Manchester M2 6DR on the 22nd day of March 1995 at ~~5.30~~ ^{5.30} pm the following resolutions were passed as Special Resolutions:

SPECIAL RESOLUTIONS

1 Increase in Authorised Capital

THAT the authorised share capital of the Company be hereby increased from £928,000 to £953,333 by the creation of 25,333 "A" Ordinary Shares of £1 each all such shares having the respective rights set out in the existing Articles of Association of the Company.

2 Approval of Share Allotment and Share Subscription

(A) THAT the Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total issued share capital of the Company of £953,333 at any time during the period of five years from the date hereof;

(B) THAT by virtue of Section 95(1) of the Companies Act 1985, Section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by the preceding paragraph of this Resolution;

(C) THAT the Subscription by 3i Group Plc ("3i") for 25,333 "A" Ordinary Shares of £1 each in the Company representing together with the existing "A" Ordinary Shares in the capital of the Company, 40% of the issued equity share capital of the Company after such Subscription on the terms set out in an accepted Investment Offer entered into between the Company and 3i (a copy of which has been produced to this Meeting) be and is hereby approved.



3 Amendment to Articles of Association

THAT the Articles of Association be amended as follows:

- 3.1 the figure of £70,000 contained in clause 3.1.2.3 be deleted and the figure of £175,000 be inserted in substitution therefor; and
- 3.2 the figure of £70,000 contained in clause 3.1.3 being the definition of "Excess Remuneration" be deleted and the figure of £175,000 be inserted in substitution therefor as such definition.



CHAIRMAN

Dated 22nd March 1995