



THE COMPANIES ACT 1985

SPECIAL RESOLUTIONS

OF

MCBRIDE HOLDINGS LIMITED
(the "Company")

(Passed on 12 June 1995)

At a meeting of the Company duly convened and held on 12 June 1995 the following resolutions were passed by all of the holders of the issued or allotted shares in the Company as Special Resolutions:-

SPECIAL RESOLUTIONS

1. THAT, subject to compliance with Sections 155-158 of the Companies Act 1985, the terms of, the arrangements contemplated by, and the execution, delivery and performance by the Company of a guarantee (the "**New Guarantee**") to be entered into between (1) the Company and (2) SG Warburg as agent for the Banks pursuant to which the Company would guarantee the prompt performance by the Borrowers (as defined below) of all obligations under or in connection with:-
 - (a) a facilities agreement (the "**Facilities Agreement**") to be entered into by (1) McBride Plc (the "**Parent**") and certain of its subsidiaries, (not including the Company), as borrowers (the "**Borrowers**") (2) SG Warburg & Co. Limited ("**SG Warburg**") as agent (3) the banks referred to therein as lenders (the "**Banks**") and (4) SG Warburg as arranger relating to:-
 - (i) a five year term loan facility in the maximum aggregate principal amount of £75,000,000; and
 - (ii) a five year revolving credit facility in the maximum aggregate principal amount of £75,000,000;

(together the "**New Facilities**") to be made available to the Borrowers and used:-

 - (aa) to refinance senior and mezzanine facilities in the maximum aggregate principal amount of £158,000,000 made available to the Parent in connection with the acquisition (the "**Acquisition**") of the whole of the issued share capital of a

number of companies incorporated in England, France, Belgium and Italy, including the Company (the "**Acquired Companies**") by the Parent, in certain cases via two intermediate holding companies incorporated in England and Wales ("**UK Co**") and France ("**France Co**") respectively to assist in funding the acquisition by the Parent of the entire issued share capital of the Company and certain assets), to on-lend to French Co to assist in funding the acquisition by French Co of the entire share capital of certain of the Acquired Companies incorporated in France, Belgium and Italy and (in the case of the revolving credit facility forming part of the senior facilities) for the working capital purposes of the Parent and its subsidiaries following the Acquisition; and

(bb) for the general corporate purposes of the Parent and its subsidiaries; and

(b) and the finance and security documents referred to in the Facilities Agreement as Financing Documents (together the "**Financing Documents**") and the payment of all amounts payable by the Borrowers under the Financing Documents (the "**Guaranteed Amounts**").

be and are hereby approved.

2. THAT the execution, delivery and performance by the Company of, and the subsequent exercise of rights under, the New Guarantee is in the best interests of the Company.
3. THAT the giving of financial assistance by the execution of, and the subsequent exercise of rights under, the New Guarantee be and is hereby approved.
4. THAT approval for the Company to enter into the New Guarantee be and is given, in the case of the New Guarantee 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.

M. Hancley
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CHAIRMAN