

THE COMPANIES ACT 1985
Company limited by Shares

Company Number:2806007

DEAN CORPORATION PLC

SPECIAL RESOLUTION

Passed on 14TH NOVEMBER 1997

An Extraordinary General Meeting of the above named Company duly convened and held at the offices of John East and Partners Ltd, Crystal Gate, 28-80 Worship Street, London, EC2A 2AH on 14th November 1997 the following Resolution was duly passed as a Special Resolution of the Company:-

Special Resolution

THAT, the share premium account of the Company be reduced by £3,500,000.

.....
Director

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WE CERTIFY THIS TO BE A TRUE AND
COMPLETE COPY OF THE ORIGINAL

PALMER WHELDON
SOLICITORS, CAMBRIDGE
DATE 4th December 1997

