

**THE COMPANIES ACT 1985**  
**Company limited by Shares**

**Company Number:2806007**

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

PALMER WHEELDON  
SOLICITORS, CAMBRIDGE  
DATE 14th December 1997

**DEAN CORPORATION PLC**

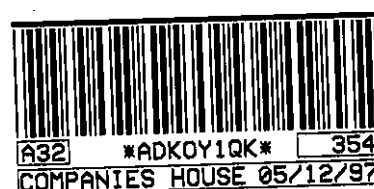
**ORDINARY AND SPECIAL RESOLUTIONS**

Passed on 14th November 1997

At an Extraordinary General Meeting of the above named Company duly convened and held at the offices of John East & Partners Ltd Crystal Gate 28-30 Worship Street London EC2A 2AH on 14th November 1997 the following Resolutions were duly passed as Ordinary and Special Resolutions of the Company as set out below:-

**ORDINARY RESOLUTIONS**

1. THAT, the rules of the Dean Corporation PLC Executive Share Option Scheme (the "Scheme"), the principal terms of which were summarised in Part VIII of the Prospectus sent to shareholders dated 20th October, 1997 and produced in draft form to the meeting and, for the purposes of identification, initialled by the Chairman, be and are hereby adopted as the rules of the Scheme with effect from the date of adoption of the Scheme, being 14th July, 1995.
2. THAT, conditionally on London Stock Exchange Limited granting an application for admission to the Official List of the Ordinary Shares of 0.5p each in the capital of the Company issued and to be issued pursuant hereto ("Ordinary Shares") and such admission becoming effective on or before 18th November, 1997 or such later date, not being later than 31st December, 1997 as may be agreed between the Company, John East & Partners Limited and Fiske & Co. Limited and conditionally on the passing of resolutions 3 and 4 below, the authorised share capital of the Company be increased from £300,000 to £500,000 by the creation of 40,000,000 New Ordinary Shares ranking *pari passu* for all purposes with the Ordinary Shares already in issue;



3. THAT, conditionally on London Stock Exchange Limited granting application for admission to the Official List of the Ordinary Shares and such admission becoming effective on or before 18th November, 1997 or such later date, not being later than 31st December, 1997 as may be agreed between the Company, John East & Partners Limited and Fiske & Co. Limited and conditionally on the passing of resolution 2 above and resolution 4 below, the directors be and are hereby generally and unconditionally authorised for the purposes of the Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to a maximum nominal amount of £262,323 provided that this authority shall expire (unless previously reviewed varied or revoked by the Company in general meeting) at the date of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may prior to the expiry of such authority make an offer or agreement under which relevant securities would or might fall to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolutions had not expired, any previous authority given to the directors for the purposes of Section 80 of the Act now ceasing to have effect;

### **SPECIAL RESOLUTIONS**

4. THAT, conditionally on London Stock Exchange Limited granting application of admission to the Official List of Ordinary Shares and such admission becoming effective on or before 18th November, 1997 or such later date, not being later than 31st December, 1997 as may be agreed between the Company, John East & Partners Limited and Fiske & Co. Limited and conditionally on the passing of resolutions 2 and 3 above, the directors be and are hereby empowered, pursuant to Section 95 of the Act, to allot equity securities (as defined in Section 94(2) of the Act) pursuant to the authority conferred by paragraph (b) above as if Section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to:

- 4.1 the allotment of 13,889,436 New Ordinary Shares pursuant to the Placing and Open Offer, the terms of which and the definitions thereof are set out in the prospectus dated 20th October, 1997 ("the Prospectus");
- 4.2 the allotment of 7,198,344 New Ordinary Shares pursuant to the Subscription, the terms of which and the definition of which are set out in the Prospectus;
- 4.3 the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributed to the interest of all ordinary shareholders are proportionate (as nearly as maybe) to the respective numbers of Ordinary Shares held by them; and
- 4.4 the allotment (otherwise than pursuant to paragraphs 4.1 to 4.3 above) of equity securities up to the aggregate nominal value of £17,226 (representing

5 per cent. of the enlarged issued share capital of the Company immediately following the Placing and Open Offer);

such authority to expire on the date of the next annual general meeting of the Company to be held in 1998 but so that the directors will be enabled to allot equity securities after such date in pursuance of an offer or agreement entered into prior to such date.

  
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Director