

01-06-98

Company Number 2806007

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS PASSED ON 12TH MAY 1998



DEAN CORPORATION PLC

At the Annual General Meeting of the Company duly convened and held at Dean House, Sovereign Court, Huntingdon on 12th May 1998, the following resolutions were duly passed.

As an ordinary resolution

That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in Section 80, Companies Act 1985) up to an aggregate nominal amount of £114,840; provided that -

- (a) this authority shall expire on 11th May 2003, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired; and
- (b) all previous authorisations given to the Directors under Section 80, Companies Act 1985 shall now cease to have any effect, save that the Directors may allot relevant securities in pursuance of any offer or agreement made by the Company before today and which requires or might require relevant securities to be allotted after today, as if the Directors' previous authority had not ceased to have effect.

As a special resolution

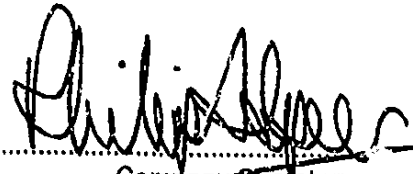
That the Directors be and are hereby empowered to allot equity securities (as defined in Section 94 Companies Act 1985) for cash pursuant to the authority conferred by resolution 7, as if Section 89(1) Companies Act 1985 did not apply to any such allotment; provided that this power shall be limited to the allotment of equity securities up to a total nominal value of £17,226

And this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity

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securities in pursuance of such an offer or agreement as if the previous authority had not ceased to have effect.

I hereby certify that these are true copies of the resolutions passed at the said meeting.



Company Secretary