

24 - 05 - 96

THE COMPANIES ACT 1985  
Company limited by shares

Company No. 2806007

DEAN CORPORATION PLC

ORDINARY RESOLUTIONS

Passed on 17th May 1996

At an Annual General Meeting of the above named Company duly convened and held at The Old Bridge Hotel, Huntingdon, Cambridgeshire on 17th May 1996 the following Resolutions were duly passed as Ordinary Resolutions of the Company:-

ORDINARY RESOLUTIONS

Resolution 10

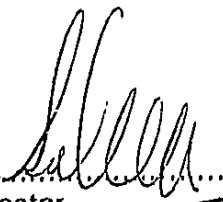
That the capital of the Company be increased to £300,000 by the creation of 20,000,000 ordinary shares of 1/2p each ranking pari passu in all respects with the existing ordinary shares of 1/2p each.

Resolution 11

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 £27,194; provided that -

(a) this authority shall expire on 16th May 2001, 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.

  
.....  
Director



EF/CG/DEAN-ORD.2  
16/05/96

# 24 - 05 - 96

THE COMPANIES ACT 1985  
Company limited by shares

Company No: 2806007

DEAN CORPORATION PLC

SPECIAL RESOLUTIONS

Passed on 17th May 1996

At an Annual General Meeting of the above named Company duly convened and held at The Old Bridge Hotel, Huntingdon, Cambridgeshire on 17th May 1996 the following Resolutions were duly passed as Special Resolutions of the Company:-

## SPECIAL RESOLUTIONS

### Resolution 12

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 11, as if Section 89(1), Companies Act 1985 did not apply to any such allotment; provided that this power shall be limited to:

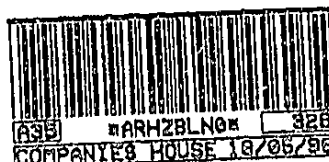
- (a) the allotment of equity securities up to a total nominal amount of £15,000 pursuant to share warrants issued by the Company on 14th July 1995 and 21st September 1995, and
- (b) the allotment of equity securities (otherwise than under paragraph (a) above) up to a total nominal value of £27,194

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 securities in pursuance of such an offer or agreement as if the powers conferred hereby had not ceased to have effect.

### Resolution 13

That the share premium account of the Company be reduced from £2,387,446 to £387,446

.....  
Director



EF/CG/DEAN-SPE  
15/05/96