

THE SANDWICH FACTORY HOLDINGS LIMITED

(Registered No. 3194496)

WRITTEN RESOLUTION OF SHAREHOLDERS

We, the undersigned, being all of the members entitled to vote upon the following resolution if it had been proposed at a General Meeting of the Company hereby resolve in accordance with Article 14 of the Articles of Association of the Company:

THAT:

1. Article 22.4 of the Articles of Association of the Company be and hereby is deleted and that Articles 22.5 and 22.6 of the Articles of Association be renumbered Articles 22.4 and 22.5 respectively.
2. In satisfaction of the obligations imposed upon the Company by Section 155(4) of the Companies Act 1985 (the "Act") and subject to compliance with Sections 155-158 of the Companies Act 1985, the execution by the Company of an unlimited inter company composite guarantee (the "Guarantee") supported by the debenture and supplemental deed of debenture, both dated 15th July 1996 (together the "Debenture") in favour of The Governor and Company of the Bank of Scotland (the "Bank"), under which the Company would (in terms of the Guarantee) guarantee the obligations of each other Group Company (as defined in the term loan facility letter dated on or around the date of this resolution between DMWS 333 Limited and the Bank) and would (in terms of the Debenture) charge, mortgage and assign the whole of its property, undertaking and assets in favour of the Bank to secure the present and future obligations and liabilities of the Company (including, *inter alia*, its obligations under the Guarantee) be and is hereby approved.
3. The execution of the above documents is in the best interests of the Company and the approval for the Company to enter into the Guarantee supported by the Debenture is given 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 and the giving of such financial assistance be and is hereby approved.
4. The Directors provide for the execution on behalf of the Company of the Guarantee supported by the Debenture in the forms of the draft produced to the Meeting initialled by the Chairman for the purposes of identification with such amendments as persons authorised to execute the same may approve.

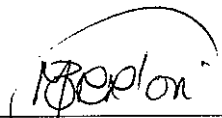


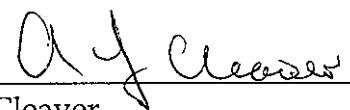
5. This resolution shall have effect notwithstanding any provision of the Company's Articles of Association.

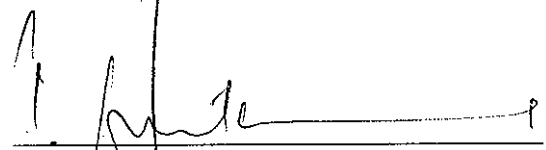


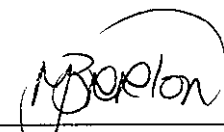
For and on behalf of Clydesdale
Bank Equity Limited
Date: 23rd December 1998

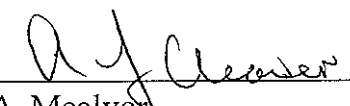
For and on behalf of Natwest
Ventures Limited
Date:

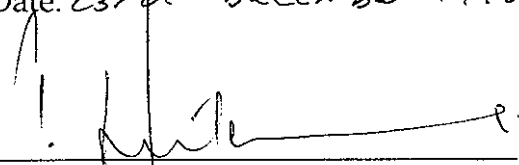
 AS ATTORNEY FOR.
J.H. Mason
Date: 23rd December 1998


A.F. Cleaver
Date: 23rd December 1998

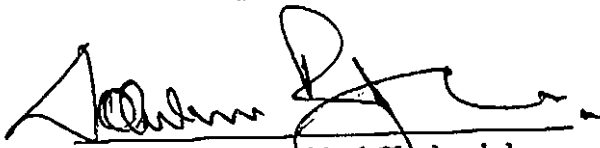

T.J. Pritchard
Date: 23rd December 1998


M.J. Brereton
Date: 23rd December 1998

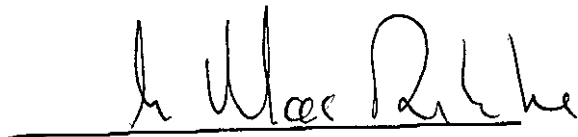

G.A. Mealyer
Date: 23rd December 1998


For and on behalf of The Sandwich
Factory Trustees Limited
Date: 23rd December 1998

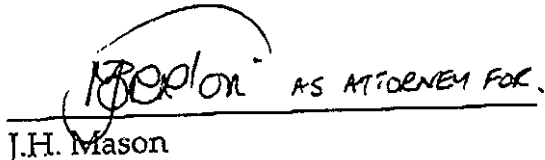
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Bank Equity Limited
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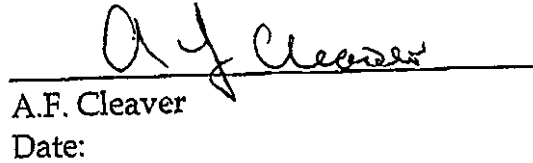


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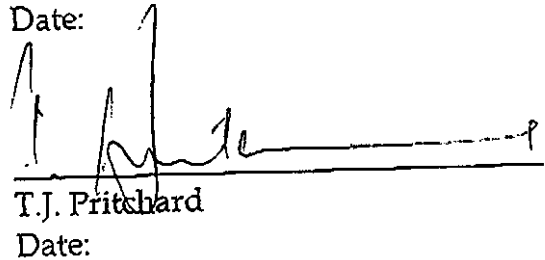


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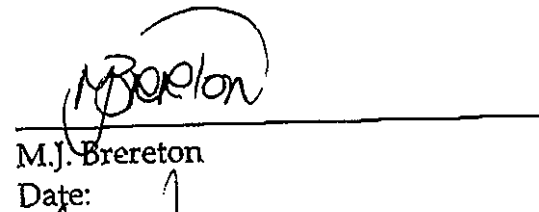
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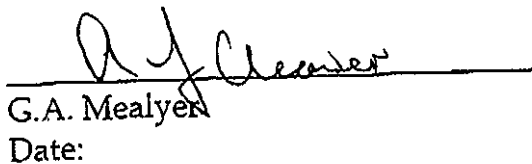
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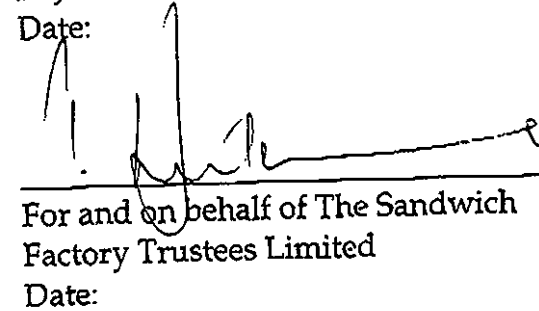
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