

# SOLE MEMBER'S WRITTEN RESOLUTIONS

of

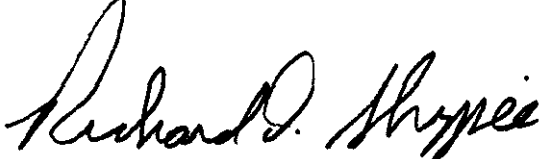
**PEBY ROAD LIMITED**  
("the Company")

Passed on 24 February 2003

Company Number: 3198298

Pursuant to Section 381A of the Companies Act 1985 we, the undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company **DECLARE** that the following resolutions shall have effect as if passed by the Company in general meetings and accordingly **WE RESOLVE**:

1. **THAT** we hereby waive any right to receive any Preference Dividend, Participating Dividend or Compensatory Dividend (each as defined in the Articles of Association of the Company ("the Articles")) in respect of the financial year ending on 30 September 2002 and that accordingly the provisions of Article 3.1.7 of the Articles are hereby disapplied to this extent.
2. **THAT** we hereby waive any right to require the Company to procure that each of its subsidiaries which has profits available for distribution shall to the extent that it may lawfully do so declare and pay to the Company such dividends as are necessary to permit lawful and prompt payment by the Company of the Preference Dividend, the Participating Dividend and the Compensatory Dividend in respect of the financial year ending 30 September 2002 and any redemption moneys due on the preference shares and that accordingly the provisions of Article 3.1.8 of the Articles are hereby disapplied to this extent.
3. **THAT** we hereby waive any right to require the Company to redeem the 1,100,000 preference shares of 1p each in the capital of the Company that are registered in our name at the date hereof.



for and on behalf of Authentic Speciality Foods Limited

Dated: 24 February 2003

