

SOLE MEMBER'S WRITTEN RESOLUTION

of

SPECIALTY CHILLED FOODS GROUP LIMITED  
("the Company")

Passed on *24<sup>th</sup> August* 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 resolution shall have effect as if passed by the Company in general meetings and accordingly **WE RESOLVE**:

- 1 **THAT** the Memorandum of Association of the Company be amended by the deletion of Clause 3(c) thereof and the substitution thereof of the following:-

"To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act 1985) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company."

*Richard D. Shyree*

For and on behalf of  
SPECIALTY FOODS GROUP LIMITED

