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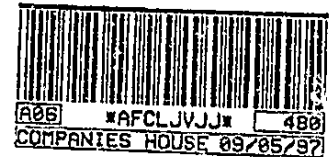
Company No 3289569

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of



PEAPOD LIMITED

Passed the 17th day of March 1997

At an **EXTRAORDINARY GENERAL MEETING** of the above-named Company duly convened and held at Cloth Hall Court, Infirmary Street, Leeds LS1 2JB on Monday the 17th day of March 1997 the following Resolutions Nos 1, 2, 3 and 4 were duly passed as Special Resolutions of the Company :-

SPECIAL RESOLUTIONS

1. **THAT** notwithstanding that such transaction may constitute a substantial property transaction pursuant to the provisions of section 320 of the Companies Act 1985 the provisions (as the same may be amended, varied, supplemented or substituted) of a Sale and Purchase Agreement (the "Sale and Purchase Agreement") transferring the entire issued share capital of Produmax Limited to the Company is hereby approved and (notwithstanding any provisions of the Memorandum and Articles of Association of the Company or any personal interest of any of the directors) the directors of the Company are hereby empowered, authorised and directed to complete and enter into the Sale and Purchase Agreement.
2. **THAT** the authorised share capital of the Company be increased from £100 divided into 100 Ordinary Shares of £1 each to £675,000 divided into 25,000 Ordinary Shares and

650,000 Redeemable Preference Shares all of £1 each by the creation of 650,000 Redeemable Preference Shares of £1 each and 24,900 Ordinary Shares of £1 each, such new Shares having the rights and being subject to the obligations as set out in the new Articles of Association to be considered for adoption at Resolution 3.

3. THAT

- (i) For the purposes of Section 80 of the Companies Act 1985 the Directors be and are hereby generally and unconditionally empowered to allot up to 650,000 Redeemable Preference Shares of £1 each in the capital of the Company and up to 24,998 Ordinary Shares of £1 each in the capital of the Company;
- (ii) to the extent that the Directors are empowered to allot shares in the Company by paragraph (i) of this Resolution they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot or agree to allot shares comprised in the authorised share capital of the Company and the provisions of Sections 89 and 90 of the Companies Act 1985 shall not apply to any such allotment or agreement to allot;
- (iii) the powers conferred on the Directors by paragraphs (i) and (ii) of this Resolution shall expire five years after the date of the passing of this Resolution.

4. That the regulations contained in the printed document put before the Meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for the existing Articles of Association of the Company.

  
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Chairman