COMPANIES FORM No. 123

Notice of increase in nominal capital

Pursuant to section 123 of the Companies Act 1985

CHFP010

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

* Insert full name of company

To the Registrar of Companies

(address overleaf)

Name of company

For official use	Company Number	
	03313345	
		_
		_

ABF Overseas Limited

Gives notice in accordance with section 123 of the above Act that by resolution of the company dated __ 20/12/2005 WS# the nominal capital of the company has been increased by $\frac{500,000,000.00}{2}$ 2,000,000,000. beyond the registered capital of £

§ the copy must be printed or in some other form approved by the Registrar

A copy of the resolution authorising the increase is attached.§

The conditions (eg voting rights, dividend rights, winding-up rights etc.) subject to which

the new shares have been or are to be issued are as follows:

The Preference shares have the rights and restrictions as set out in the amended Articles of Association of the Company.

Insert Director, Secretary, Administrator. Administrative Receiver or Receiver (Scotland) as appropriate

Designation ‡

Presentor's name, address and reference (if any):
Associated British Foods plc Group Secretarial Department Ground Floor, 50/51 Russell Square London WC1B 4JA

Tel: 0044 20 7299 3625 Fax: 0044 20 7299 3642

For official use General section

Post room

Please tick here if continued overleaf

COMPANIES HOUSE

30/12/2005

BLUEPRINT