

FORM OF RESOLUTION

Company Number 03517191

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS OF GOURMET HOLDINGS PLC

Passed 17 July 2008

FRIDAY



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25/07/2008
COMPANIES HOUSE

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At the annual general meeting of the Company, duly convened and held on 17 July 2008 at the offices of Dechert LLP at 160 Queen Victoria Street, London, EC4V 4QQ, the following resolutions were duly passed -

ORDINARY RESOLUTION

- 10 1 THAT the Directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") to allot any relevant securities (as defined in section 80(2) of the Act) of the Company up to a maximum aggregate nominal amount of £593,820 provided that
- 1 1 this authority shall expire on the earlier of (i) the date falling 15 months after the date on which this resolution is passed and (ii) the conclusion of the next Annual General Meeting of the Company unless previously varied, revoked or renewed by the Company in general meeting,
- 1 2 the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority and the Directors may allot any relevant securities pursuant to such offer or agreement as if such authority had not expired, and
- 1 3 all prior authorities to allot relevant securities be revoked but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities

SPECIAL RESOLUTIONS

- 1 2 THAT
- 2 1 the Directors be granted power pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) wholly for cash pursuant to the authority conferred on them by resolution 5 above as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to
- 2 1 1 the allotment of equity securities, in conjunction with a rights issue, open offer or otherwise to the holders of Ordinary Shares, in proportion (as nearly as may be) to the respective number of Ordinary Shares held by them in the capital of

the Company, subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange or otherwise in any territory, and for the purpose of this resolution "rights issue" means an offer of equity securities to holders of ordinary shares in proportion to their respective holdings (as nearly as may be) and holders of other securities to the extent expressly required or (if considered appropriate by the Directors) permitted by the rights attached thereto,

- 2 1 2 the allotment (otherwise than pursuant to resolution 6 1 1 above) of equity securities up to an aggregate nominal value of £178,146

and shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the date of the passing of this resolution unless previously varied, revoked or renewed by the Company in general meeting provided that the Company may, before such expiry, make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if the power hereby conferred had not expired, and

- 2 2 all prior powers granted under section 95 of the Act be revoked provided that such revocation shall not have retrospective effect

- 3 THAT the Company is, pursuant to section 166 of the Act, hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Act) of ordinary shares of 4p each in the capital of the Company ("ordinary shares") provided that

- 3 1 the maximum number of ordinary shares hereby authorised to be purchased is 4,201,961 ordinary shares being 10 per cent of the issued share capital at the date of the passing of the resolution,

- 3 2 the minimum price which may be paid for ordinary shares is 4p per ordinary share,

- 3 3 the maximum price which may be paid for an ordinary share is an amount equal to 105 per cent of the average of the middle market quotation for an ordinary share derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased,

- 3 4 the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which contract to purchase will be executed wholly or partly after the expiry of such authority, and may make the purchase of ordinary shares in pursuance of any such contract, and

- 3 5 the authority hereby conferred shall expire on the conclusion of the next Annual General Meeting of the Company


CHAIRMAN