

No. 3522941

The Companies Act 1985

Company limited by shares

Written resolution

of

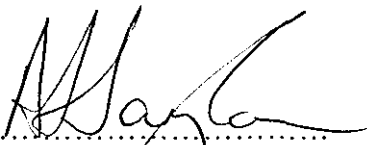
Dalgety Group Limited

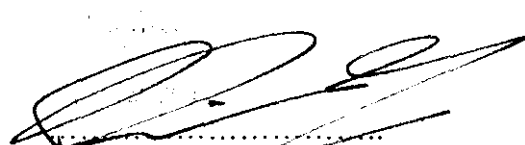
(passed on 7th April 2000)


We, being all the members of the Company entitled to attend and vote at an **extraordinary general meeting** of the Company, agree in accordance with article 17 of the Company's articles of association to the following resolution in writing which would otherwise be required to be passed as an ordinary resolution:


Resolution

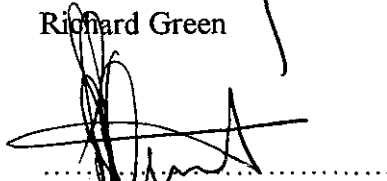
That the Company declares an interim dividend of £3,488,184 to be paid to the holders of the A ordinary shares and B ordinary shares pro rata as if they were one class and an interim dividend of £604,656 to be paid to the holders of the D ordinary shares.



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Anthony Taylor


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Paul Kirk


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Richard Green


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Andrew Barnard


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Peter Hunt


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Kevan Compson



Greg Panter

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Greg Panter

Chris Byrne

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Chris Byrne

Haydn Henry

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Haydn Henry

[Signature]

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For and on behalf of
National Westminster Bank plc

[Signature]

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For and on behalf of Regulus Trustees
Limited

