

No. 3522941

The Companies Act 1985

Company limited by shares

Written resolution

of

Dalgety Group Limited

(passed on 4th 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 resolutions in writing, the first of which would otherwise be required to be passed as an ordinary resolution and the second and third of which would otherwise be required to be passed as special Resolutions:

Resolution 1

That the Company declares an interim dividend of £907,200 to be paid to the holders of the A ordinary shares and B ordinary shares pro rata as if they were one class.


Resolution 2

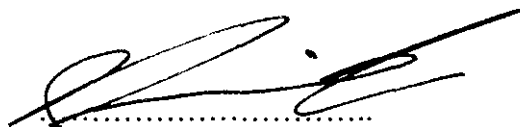
That the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the said Act) up to an aggregate nominal amount of £600, this authority to expire on 30 April 2000 save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed.

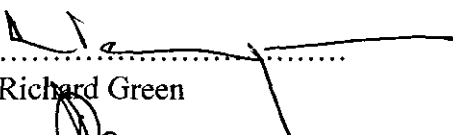
Resolution 3

That subject to the passing of resolution 2 above, the directors be and are hereby empowered to allot equity securities (as defined in section 94(2) of the Companies Act 1985) for cash pursuant to the authority conferred by

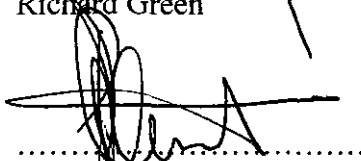
resolution 2 above as if section 89(1) of the said Act did not apply to any such allotment and this power shall expire on 30 April 2000, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power had not expired.



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Anthony Taylor

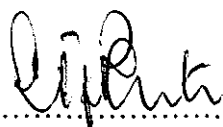

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Paul Kirk

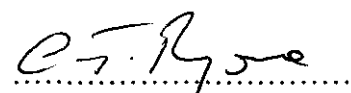

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Richard Green

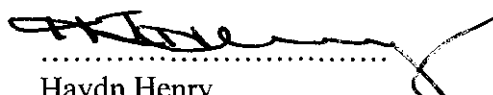

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Andrew Barnard



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Peter Hunt



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Kevan Compson



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Greg Panter


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Chris Byrne


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Haydn Henry


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For and on behalf of Regulus Trustees
Limited


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For and on behalf of
National Westminster Bank plc

For and on behalf of
REGULUS LIMITED
as Secretary

DIRECTOR