

THE COMPANIES ACT 1985 AND 1989



COMPANY NUMBER - 3568597
A PRIVATE COMPANY
LIMITED BY SHARES

WRITTEN RESOLUTION PURSUANT TO
THE ARTICLES OF ASSOCIATION AND
SECTION 381A OF THE COMPANIES ACT 1985
OF THE SOLE MEMBER OF

SHARPTONE LIMITED (the "Company")

The undersigned, being the sole member of the above-named Company, and having received and considered the attached statutory declaration made by the directors of the Company and the report prepare by Brett Adams, the Company's Auditors, **HEREBY RESOLVES AND PASSES** the following special resolutions, and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed unanimously at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

1. **THAT** the memorandum of association of the Company be altered by inserting immediately after clause 3(S) the following new provision to be numbered sub-clause (T):

"(T) To give such financial assistance, directly or indirectly, for the purpose of the acquisition of shares in the company or the company's holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the company or the company's holding company as may be lawful."
2. **THAT** in accordance with Section 155 and 158 (inclusive) of the Companies Act 1985 the giving of financial assistance by the Company by way of the provision of forms of security in support of an invoice discounting facility made by Landsbanki Commercial Finance ("Landsbanki") in order to facilitate the acquisition of the entire issued share capital of the Company by The Charterhouse Food Group Limited pursuant to an Agreement dated 16 November 2005 between The Charterhouse Food Group Limited (1), and the Executors of the Late RPR Garrett (2), be approved as set out in the attached statutory declaration sworn by the directors together with a report of the Company's auditors;
3. That a debenture to be granted by the Company to Landsbanki creating fixed and floating charges on all the Company's property, assets and undertaking both present and future in order to secure all monies and liabilities due, owing and incurred from or by the Company to Landsbanki from time to time whether actually or contingently, whether presently or in the future and whether as principal or surety in anyway whatsoever including (without limitation) the obligations of the Company to the Bank pursuant to the Guarantee

described in paragraph 4 below be approved.

4. That an unlimited guarantee to be granted by the Company to Landsbanki (the "Guarantee") in which the Company would guarantee to Landsbanki all obligations and liabilities of whatever nature of The Charterhouse Food Group Limited to Landsbanki including (without limitation) in relation to the invoice discounting facility referred to above be approved.
6. That the three agreements (the "Consultancy Agreements ") between the Company (1) and The Charterhouse Food Group Limited (2) and each of Sally Cooper, Nicola Garrett and Lesley Garrett ("the Consultants") (3) under which the Company will agree to guarantee the obligations of The Charterhouse Food Group Limited in relation to the consultancy fees to be paid to the Consultants be approved.

L. Garrett

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Lesley Garrett
Executor of the Late
Mr RPR Garrett

Peter Garrett

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Peter Garrett
Executor of the Late
Mr RPR Garrett

Nicola Garrett

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Nicola Garrett
Executor of the Late
Mr RPR Garrett

12 December 2005