

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS IN WRITING

of

PREMIER FINANCING LIMITED

We, being the sole member of the Company for the time being entitled to attend and vote at general meetings of the Company, hereby resolve, in accordance with sections 379A and 381A of the Companies Act 1985 (the "Act"), to pass the following resolutions as elective resolutions:

1. **THAT**, in accordance with section 252 of the Act, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
2. **THAT**, in accordance with section 366A of the Act, the Company elects to dispense with the holding of annual general meetings.
3. **THAT**, in accordance with section 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.
4. **THAT**, in accordance with section 80A(1) of the Act, the Company elects that the provisions of section 80A of the Act apply, instead of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal, after this election, of an authority under that section.

Date: 16 June 2000


Premier International Foods plc

