

THE COMPANIES ACTS 1985 AND 1989

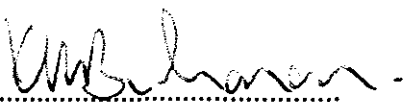
PREMIER FINANCING LIMITED

Registered No: 3716362

We, the undersigned, being all the members of the Company for the time being entitled to attend and vote at General Meetings of the Company hereby resolve, pursuant to regulation 53 of Table A (as incorporated into the Company's Articles of Association) to pass the following written resolution:

1. **THAT** the authorised share capital of the Company be increased to £70,000,000, by the creation of 69,999,900 ordinary shares of £1 each.
2. **THAT** the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise any power of the Company to allot relevant securities (within the meaning of that section) up to the amount of the authorised but yet unissued share capital of the Company for a period expiring on 31 December 2000 but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired and this authority shall supersede and be in substitution for any other similar authority hitherto granted to the directors in relation to section 80 of the Act.
3. **THAT**, the directors be and are hereby generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to any general authority conferred on them in accordance with section 80 of the Act as if section 89(1) of the Act did not apply to any such allotment, provided that the power conferred by this resolution shall expire of 31 December 2000, but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired and that this authority shall supersede and be in substitution for any other similar authority granted to the directors in relation to sections 89 to 95 of the Act.

Dated: 29 October 1999


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Premier International Foods Plc

