

Company number: 4418784

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
COMPLAN FOODS LIMITED
Passed on 6 October 2004

We, the undersigned, being the all members of the Company who at the date of this Resolution are entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** that the following resolution be duly passed as a written resolution of the Company's members pursuant to Section 381A of the Companies Act 1985.


THAT in respect of the transfer of 40,000 C1 shares (the "C1 Shares") from Lawrence Balfe to Andrew Leek, Article 2.3 of the Articles of Association of the Company be suspended so that the C1 Shares shall not be redesignated as C3 shares in accordance with that Article but will remain as C1 shares.

THAT in respect of Article 2.4 the Article is amended to read as follows:

"The C3 Shares shall rank pari passu with the C1 Shares and C2 Shares save that the C3 Shares shall not be entitled to any of the rights afforded to C1 Shares and C2 Shares under Article 3 (Ratchet Provisions)."

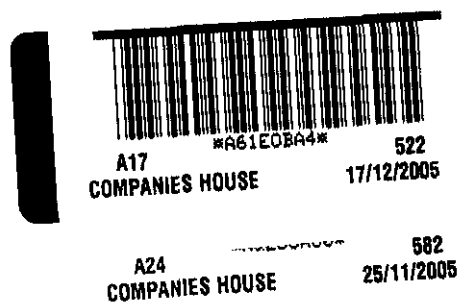

.....
Kathryn Naylor

.....
Lawrence Balfe


.....
Saatchinvest (Complan and Casilan) Nominee Limited

.....
H.J. Heinz Company Limited

.....
Stirling Trustees Limited



Company number: 4418784

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
COMPLAN FOODS LIMITED
Passed on 6 October 2004


We, the undersigned, being the all members of the Company who at the date of this Resolution are entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** that the following resolution be duly passed as a written resolution of the Company's members pursuant to Section 381A of the Companies Act 1985.

THAT in respect of the transfer of 40,000 C1 shares (the "C1 Shares") from Lawrence Balfe to Andrew Leek, Article 2.3 of the Articles of Association of the Company be suspended so that the C1 Shares shall not be redesignated as C3 shares in accordance with that Article but will remain as C1 shares.

THAT in respect of Article 2.4 the Article is amended to read as follows:

"The C3 Shares shall rank pari passu with the C1 Shares and C2 Shares save that the C3 Shares shall not be entitled to any of the rights afforded to C1 Shares and C2 Shares under Article 3 (Ratchet Provisions)."

.....
Kathryn Naylor


.....
Lawrence Balfe

.....
Saatchinvest (Complan and Casilan) Nominee Limited

.....
H.J. Heinz Company Limited

.....
Stirling Trustees Limited

Company number: 4418784

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
COMPLAN FOODS LIMITED
Passed on 6 October 2004

We, the undersigned, being the all members of the Company who at the date of this Resolution are entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** that the following resolution be duly passed as a written resolution of the Company's members pursuant to Section 381A of the Companies Act 1985.

THAT in respect of the transfer of 40,000 C1 shares (the "C1 Shares") from Lawrence Balfe to Andrew Leek, Article 2.3 of the Articles of Association of the Company be suspended so that the C1 Shares shall not be redesignated as C3 shares in accordance with that Article but will remain as C1 shares.

THAT in respect of Article 2.4 the Article is amended to read as follows:

"The C3 Shares shall rank pari passu with the C1 Shares and C2 Shares save that the C3 Shares shall not be entitled to any of the rights afforded to C1 Shares and C2 Shares under Article 3 (Ratchet Provisions)."

.....
Kathryn Naylor

.....
Lawrence Balfe

.....
Saatchinvest (Complan and Casilan) Nominee Limiter¹


.....
H.J. Heinz Company Limited

.....
Stirling Trustees Limited

Company number: 4418784

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
COMPLAN FOODS LIMITED
Passed on ~~6 October~~ 2004

We, the undersigned, being the all members of the Company who at the date of this Resolution are entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** that the following resolution be duly passed as a written resolution of the Company's members pursuant to Section 381A of the Companies Act 1985.

THAT in respect of the transfer of 40,000 C1 shares (the "C1 Shares") from Lawrence Balfe to Andrew Leek, Article 2.3 of the Articles of Association of the Company be suspended so that the C1 Shares shall not be redesignated as C3 shares in accordance with that Article but will remain as C1 shares.

THAT in respect of Article 2.4 the Article is amended to read as follows:

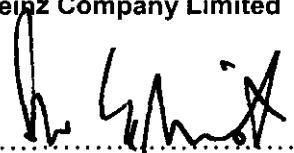
"The C3 Shares shall rank pari passu with the C1 Shares and C2 Shares save that the C3 Shares shall not be entitled to any of the rights afforded to C1 Shares and C2 Shares under Article 3 (Ratchet Provisions)."

.....
Kathryn Naylor

.....
Lawrence Balfe

.....
Saatchinvest (Complan and Casilan) Nominee Limited

.....
H.J. Heinz Company Limited


.....
Stirling Trustees Limited