

Company no: 4532445

KRISPY KREME U.K. LIMITED

We, the undersigned, being all of the holders of shares in the Company who (at the date hereof) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present hereby agree:-

- (a) pursuant to regulation 53 of Table A (adopted by article 1 of the Company's articles of association) to the resolution set out below (which would otherwise be required to be passed as a special resolution); and
- (b) to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or requisite to give effect to such resolution.


SPECIAL RESOLUTION

THAT (i) 48,168 A Shares numbered from 492,308 to 540,475 and registered in the name of Krispy Kreme International Ltd and 74,909 A Shares numbered from 2,647,837 to 2,722,745 and registered in the name of Chesire and Kent LLC be, on transfer to Donald Henshall, redesignated as B Shares in the Company having the rights and being subject to the restrictions and obligations set out in the articles of association of the Company and (ii) article 8(a) of the articles of association of the Company be waived accordingly in respect of these transfers only.

Dated *5 June* 2003

.....
for and on behalf of
Krispy Kreme International Ltd

.....
for and on behalf of
Chesire and Kent LLC


.....
Signed by
Donald Henshall

LO: 114080-1



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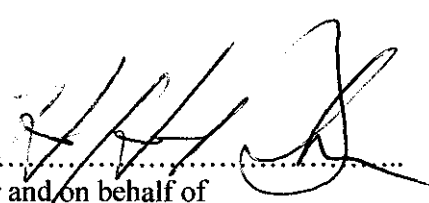
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