

Company Number: 05014193


THE COMPANIES ACT 1985
SPECIAL RESOLUTION
OF
PREMIER FOODS INVESTMENTS NO. 2 LIMITED
(the "Company")

We, the undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company in accordance with section 381A of the Companies Act 1985 (as amended) and regulation 53 of Table A to the Companies Act 1985 (as amended) as adopted by the articles of association of the Company hereby approve and adopt the following resolution as a special resolution as if passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

THAT:

The share premium account of the Company as at the date of this written special resolution be cancelled.


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For and on behalf of
Premier Foods Investments No. 3 Limited

3 June 2004
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Dated

