

14 - 08 - 96

Company Number 9743

THE COMPANIES ACTS 1985 AND 1989
PUBLIC COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
OF
BANDT PLC

(Incorporated and Registered in Scotland)

At an Annual General Meeting of the above named Company held at The Square, Basing View, Basingstoke RG21 4EG on 26th July, 1996 at 12 noon the following resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

- 5 (a) That the directors be and they are hereby empowered pursuant to section 95 of the Companies Act 1985 ("the Act") to allot equity securities of the Company (as defined in section 94 of the Act) pursuant to the authority conferred by Resolution number 1 sub-paragraph 6 passed at a meeting of the Company on 26 June, 1995 as if section 89(1) of the act did not apply any such allotment, provided that this power shall be limited to:
- (i) the allotment of equity securities in connection with a rights issue or other issue in favour of ordinary shareholders and the holders (if any) of any other shares or securities of the Company that by their terms are entitled to participate in such rights issue or other issue where the equity securities respectively attributable to the interests of all ordinary shareholders and such holders of such other shares or securities of the Company are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them or in accordance with the rights attaching to such other shares or securities, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange or otherwise; and

