



McCORMICK (UK) PLC

CASTLE HOUSE, DESBOROUGH ROAD, HIGH WYCOMBE, BUCKINGHAMSHIRE HP11 2HS
TELEPHONE 01494 533456 TELEEX 83506 MCORMK FAX: 01494 463245

COMPANY NUMBER: SCO 15262

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS
OF McCORMICK (UK) PLC

PASSED ON THE 19TH DAY OF OCTOBER 1995

At an Extraordinary General Meeting of the above named Company duly convened and held on the above date, the following resolutions were duly passed as ordinary resolutions of the Company.

Ordinary Resolutions

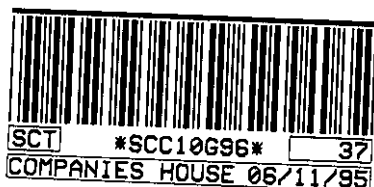
- 1 That the authorised share capital of the Company be increased from £20,000,000 to £100,000,000 by the creation of a further 8,000,000,000 ordinary shares of 1p each.
- 2 That pursuant to Section 80 of The Companies Act 1985, the Directors be generally and unconditionally authorised to allot (such expression being construed in accordance with the said Section 80) relevant securities (as defined in the said Section 80) of the Company up to an aggregate nominal amount equal to the existing unissued shares of the Company to such persons and in such manner and on such terms as the Directors shall in their absolute discretion think fit at any time or times during a period of five years from the date on which this resolution is passed provided that such authority shall allow the Company to make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and that the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not so expired.

CJ Mann

Secretary

EURVORD.RES

REGISTERED OFFICE
OWEN HOUSE,
8 BANKHEAD,
CROSSWAY NORTH,
EDINBURGH EH11 4BR
COMPANY REG. No 15262
SCOTLAND



A SUBSIDIARY OF McCORMICK & COMPANY INC.