

THE COMPANIES ACT 1985**WRITTEN RESOLUTION OF THE SOLE MEMBER OF****MARSHALL FOOD GROUP LIMITED****COMPANY NUMBER: SC 34389****DATED: 31 May 2002**

We, Bank of Scotland Branch Nominees Limited, being the sole member of Marshall Food Group Limited ("the Company") hereby declare, pursuant to section 381A of the Companies Act 1985, the following resolutions to have been passed as ordinary and special resolutions of the Company as if they had been passed at a general meeting of the Company duly convened and held:

1. Ordinary Resolution

"That the authorised share capital of the Company be and is hereby increased to £36,000,000 divided into 3,812,823 Ordinary Shares of £1 each, 2,187,177 A Ordinary Shares of £1 each and 30,000,000 Preferred Redeemable Shares of £1 each, by the creation of an additional 7,000,000 Preferred Redeemable Shares of £1 each, ranking *pari passu* in all respects with the existing Preferred Redeemable Shares of £1 each in the capital of the Company".

2. Ordinary Resolution

"That the Directors be and are hereby authorised for the purpose of Section 80 of the Companies Act 1985 to allot and issue Preferred Redeemable Shares of £1 each on such terms and conditions as they may in their discretion think fit subject always to the following conditions and the provisions of the Articles of Association of the Company:

- (a) the maximum amount of relevant securities to be allotted in pursuance of this authority shall be all unissued Preferred Redeemable Shares of £1 each in the capital of the Company from time to time;
- (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on expiry of the period of five years from the date of passing of this Resolution provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired;
- (c) by virtue of Section 95(1) of the Companies Act 1985, Section 89(1) shall not apply to the allotment of relevant securities pursuant to this authority."

3. Special Resolution

"That the Articles of Association of the Company be and are hereby altered by the incorporation of the following amendments:

- (a) the reference to £29,000,000 will be replaced by £36,000,000 where it appears in the first sentence of article 4;
- (b) the reference to 23,000,000 will be replaced by the figure 30,000,000 where it appears in the first sentence of article 4;

For and on behalf of Bank of Scotland Branch Nominees Limited:

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..... DIRECTOR

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31/5/02
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