

**THE COMPANIES ACT 1985**

**WRITTEN RESOLUTION OF THE SOLE MEMBER**  
**OF**  
**MARSHALL FOOD GROUP LIMITED**

**COMPANY NUMBER: SC34389**

**DATED: 29 JANUARY, 1999**

We, Grampian Country Food Group 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**

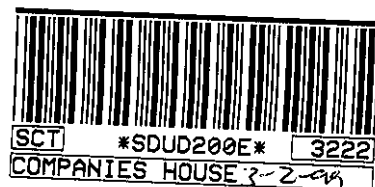
"That the authorised share capital of the Company be and is hereby increased to £16,000,000 divided into 3,812,823 Ordinary Shares of £1 each, 2,187,177 A Ordinary Shares of £1 each and 10,000,000 Preferred Redeemable Shares of £1 each by the creation of 10,000,000 Preferred Redeemable Shares of £1 each, having the rights and privileges and being subject to the restrictions contained in the Articles of Association of the Company as amended by Resolution No. 3 below".

**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 10,000,000 Preferred Redeemable Shares of £1 each;
- (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;

*[Handwritten signature]*



- (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 words "and 10,000,000 Preferred Redeemable Shares of £1 each (in these Articles referred to as "Preference Shares")" will be inserted to read between the words "Shares)" and "Subject" where they appear in the fifth line of article 4 and reference to £6,000,000 will be replaced by reference to £16,000,000.
- (b) Existing Article 4A ("As Regards Income") will be deleted and the following provision inserted in its place:
  - (i) "The profits of the Company available for distribution shall be applied first in paying to the holders of the Preference Shares a fixed cumulative preferential net cash dividend (hereinafter in these articles referred to as "the Preference Dividend") of 6 pence per annum on each share accruing from the date of subscription for the Preference Shares and payable half yearly on 30 June and 31 December the first such payment to be made on 30 June 1999 and secondly in paying the holders of the Ordinary Shares and the A Ordinary Shares a net cash dividend provided that no dividend shall be declared or paid to the holders of Ordinary Shares and the A Ordinary Shares unless and until the Preference Dividend has been paid in full in respect of that financial year and in respect of all previous financial years of the Company and all Preference Shares which have fallen due for redemption have been redeemed.
  - (ii) Every dividend shall be distributed to the appropriate shareholders pro-rata according to the amounts paid up or credited as paid up on the shares held by them respectively and shall accrue on a daily basis.
  - (iii) Unless the Company has insufficient profits available for distribution and the Company is thereby prohibited from paying dividends by the Act the Preference Dividend shall (notwithstanding regulations 102 to 108 inclusive contained in Table A or any other provision of these Articles and in particular notwithstanding that there has not been a recommendation of the directors or resolution of the Company in general meeting) be paid immediately on the due date and if not then paid shall be a debt due by the Company and be payable in priority to any other dividend.
  - (iv) The Company shall procure that each of its subsidiaries which has profits available for distribution shall from time to time and to the extent that it may lawfully do so declare and pay to the Company such dividends as are necessary to permit lawful and prompt payment by the Company of any

redemption money due on the Preference Shares and the Preference Dividend."

- (c) The words "and the Preference Shares" will be inserted to read between the words "Shares" and "shall" where they appear in the seventh line of article 4B.
- (d) The following provisions will be added as new articles 4C and 4D:

"4C On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows:-

- (i) first in paying to the holders of the Preference Shares £1 per share together with a sum equal to any arrears or accruals of the Preference Dividend calculated down to the date of the return of capital;
- (ii) the balance of such assets shall be distributed amongst the holders of the Ordinary Shares and A Ordinary Shares (pari passu as if the same constituted one class of shares) in proportion to the amounts paid up or credited as paid up on the Ordinary Shares and A Ordinary Shares held by them respectively.

4D Subject to the provisions of the Act the Preference Shares shall be redeemed in the proportions and on the dates set out below:-

<u>Redemption Date</u>	<u>Number of Shares Redeemable</u>
30 June 2001	2,000,000
30 June 2002	2,000,000
30 June 2003	2,000,000
30 June 2004	Balance

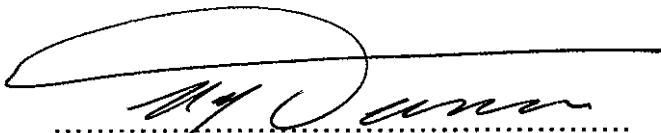
and any Preference Shares not redeemed upon the due date shall be redeemed forthwith upon redemption becoming permissible under the Act.

The Company may redeem all or (in instalments of not less than 25,000 shares) some of the Preference Shares in advance of the due date for redemption and in the absence of any contrary agreement between such holder and the Company any partial early redemption shall be deemed to relate to the shares falling due for redemption in inverse order of maturity.

On the dates fixed for any redemption the Company shall pay to each registered holder of Preference Shares the amount payable in respect of such redemption and upon receipt of that amount each such holder shall surrender to the Company the certificate for his shares which are to be redeemed in order that they may be cancelled provided that if any certificate so surrendered includes any shares not redeemable at that time the Company

shall issue a fresh certificate for the balance of the shares not redeemable to the holder.

The Company shall pay on each of the Preference Shares so redeemed the sum of £1 and shall contemporaneously pay any arrears or accruals of the Preference Dividend calculated to the date of redemption and in the absence of any direction to the contrary by the holder of the relevant Preference Shares any moneys paid on redemption of such shares shall relate first to the said arrears and accruals of Preference Dividend. The Preference Dividend shall cease to accrue from the date of payment of the redemption moneys."

  
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Director, for Grampian Country Food Group Limited  
.....  
Director, for Grampian Country Food Group Limited  
*Secretaries*