

COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY S
MARSHALL FOOD GROUP LIMITED
(Registered No. 34389)



At an Extraordinary General Meeting of the above Company held on 15th January 1998 the following resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

- (1) "THAT
- (i) in substitution for any existing authority under Section 80 of the Companies Act 1985 (as amended) ("the Act") but without prejudice to the exercise of any such authority prior to the date hereof, the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £600,675 such authority to expire five years from the passing of this resolution, but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred hereby had not expired;
 - (ii) in substitution for any existing power under Section 95 of the Act but without prejudice to the exercise of such power prior to the date hereof, the Directors of the Company be and are hereby generally and unconditionally empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94(2)

of the Act) for cash pursuant to the above authority given in accordance with Section 80 of the Act as if Section 89(1) of the Act did not apply to the allotment, such power to expire five years from the passing of this resolution but so that such power shall allow the Company to make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired; and

- (iii) in substitution for the Company's existing Articles of Association and to the entire exclusion thereof the regulations produced to the meeting and initialled by the Chairman for the purpose of identification shall be adopted as the Articles of Association of the Company."



Director