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W T FOODS plc

At an extraordinary general meeting of the Company held at the offices of Edge & Ellison, Solicitors, 18 Southampton Place, London WC1A 2AJ at 11.00 am on 2 April 1997, the following resolutions were passed as special resolutions:

SPECIAL RESOLUTIONS

1 THAT

- (a) the conditional agreement dated 6 March 1997 and made between M. S. Chadha and A. S. Chadha (1) and the Company (2) which relates to the acquisition of 95 per cent of the issued share capital of Chadha International Foods Limited and the associated arrangements for the acquisition by the Company of the 5 per cent of such issued share capital from R. S. Chadha and H.S. Chadha, a copy of which, marked "A" is produced to the meeting and for the purposes of identification signed by the Chairman, be and it is hereby approved and ratified and the directors be and they are hereby authorised to do, agree and execute all such documents, acts, deeds and things as may be required to complete the said agreement subject to such amendments, not being of a material nature, as they may think fit;
- (b) the authorised ordinary share capital of the Company be and it is hereby increased from £18,012,900 to £27,096,750 by the creation of an additional 36,335,400 ordinary shares of 25p each ranking *pari passu* in all respects with the existing order shares of 25p each in the capital of the Company;
- (c) the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to exercise all and any powers of the Company to allot relevant securities (within the meaning of sub-section (2) of section 80 of the Act) in the capital of the Company up to an aggregate nominal amount of £6,706,065.25 in connection with the placing and open offer to shareholders as described in the circular to shareholders of the Company dated 7 March 1997 ("Circular") containing notice of this resolution and



otherwise a maximum nominal amount of £6,978,554 provided that this authority shall expire on 1 April 2002 but so that:

- (i) this authority shall allow the Company, before the expiry of this authority, to make offers, agreements or other arrangements which would or might require relevant securities to be allotted after such expiry and so that the directors shall be allowed to allot relevant securities pursuant to any such offers, agreements or other arrangements as if this authority had not expired; and
 - (ii) the authorities previously conferred on the directors to allot relevant securities shall cease to have effect provided that such cessation shall not have retrospective effect;
- (d) the directors be and they are hereby empowered, pursuant to section 95 of the Act, to allot equity securities (within the meaning of sub-section (2) of section 94 of the Act) in the capital of the Company pursuant to the authority conferred on them by paragraph (c) of this resolution as if section 89 of the Act did not apply to any such allotment provided that:
 - (i) the power hereby conferred shall be limited:
 - (a) to the allotment of equity securities in connection with the said placing and open offer;
 - (b) to the allotment of equity securities otherwise than pursuant to sub-paragraph (a) above in connection with rights issues and other offers in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares held by them but subject to such exclusions or other arrangements as the directors may deem necessary or

expedient in relation to fractional entitlements or legal, regulatory or practical problems arising under the laws of, or requirements of any recognised regulatory body or any stock exchange or otherwise in, any overseas territory; and

(c) to the allotment (otherwise than pursuant to sub-paragraph (a) and (b) above) of equity securities up to an aggregate nominal amount of £1,005,910.

(ii) the power hereby conferred shall expire on the earlier of 1 July 1998 and the date of the annual general meeting of the Company in 1998 but so that this power shall allow the Company, before the expiry of this power, to make offers, agreements or other arrangements which would or might require equity securities to be allotted after such expiry and so that the directors shall be allowed to allot equity securities pursuant to such offers, agreements or other arrangements as if this power had not expired; and

(iii) this power shall be in substitution for and to the exclusion of any other power previously conferred on all the directors pursuant to section 95 of the Act.

2 THAT

(a) in the event that special resolution 1 shall have been passed the share capital of the Company be and it is hereby increased from £27,096,750 to £27,100,228.64 or in the event that special resolution 1 shall not have been passed the share capital of the Company be and it is hereby increased from £18,012,900 to £18,016,378.64 by the creation of 6,957,280 non-voting deferred convertible redeemable shares of 0.05p each in the capital of the Company ("Deferred Shares") having the rights

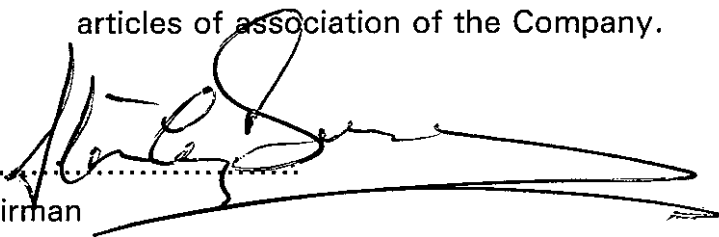
set out in the new articles of association to be adopted pursuant to sub-paragraph (e) of this resolution;

- (b) the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Act to exercise all and any powers of the Company to allot relevant securities (within the meaning of sub-section (2) of section 80 of the Act) in the capital of the Company up to an aggregate nominal amount of £3,478.64 in connection with the issue of new Deferred Shares provided that this authority shall expire on 1 April 2002 but so that:
 - (i) this authority shall allow the Company, before the expiry of this authority, to make offers, agreements or other arrangements which would or might require relevant securities to be allotted after such expiry and so that the directors shall be allowed to allot relevant securities pursuant to any such offers, agreements or other arrangements as if this authority had not expired; and
 - (ii) this authority shall be in addition to any existing and unexercised authorities granted.
- (c) the directors be and they are hereby empowered, pursuant to section 95 of the Act, to allot equity securities (within the meaning of sub-section (2) of section 94 of the Act) in the capital of the Company pursuant to the authority conferred on them by paragraph (b) of this resolution as if section 89 of the Act did not apply to any such allotment provided that the power hereby conferred shall be limited to the allotment of equity securities in connection with the issue of new Deferred Shares or any new Ordinary Shares which fall to be issued on or in connection with the arrangements relating to the conversion or redemption of such Deferred Shares.
- (d) the power hereby conferred shall expire on the earlier of 1 July 1998 and the date of the annual general meeting of the Company in 1998 but so that this power shall allow the Company, before the expiry of this power, to make offers, agreements or other arrangements which would or might require equity securities to be allotted after such expiry and so that the

directors shall be allowed to allot equity securities pursuant to such offers, agreements or other arrangements as if the power had not expired;

- (e) the new articles of association, incorporating amendments to give effect to the Group Incentive Scheme (as defined in the Circular) and setting out the terms of the Deferred Shares and whose principal terms are set out in Part 6 of the Circular, (a copy of the new articles of association marked "B" being produced to the meeting and for the purposes of identification signed by the Chairman), be adopted in substitution for the existing articles of association of the Company.

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Chairman

A large, stylized handwritten signature in black ink, written over a dotted line. The signature is cursive and extends to the right, ending in a long horizontal stroke.