

E20743011

Registered Number  
2670609

THE COMPANIES ACT 1985



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COMPANY LIMITED BY SHARES

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Resolution of

EXPRESS FOODS LIMITED

(passed on 30th April, 1993)

The following resolution was passed as a Special Resolution of the Company on 30th April, 1993:

THAT the Articles of Association of the Company be amended by the deletion in lines 2 and 3 of Article 6 of the words "the date of adoption of these Articles" and by substituting therefor the words "the date following the date of passing of this Resolution".

Dated 30th April, 1993

A handwritten signature in dark ink, appearing to be 'BJS' or similar, written over a dotted line.

Chairman

E19461019

Company number  
2670609

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



RESOLUTIONS

of

EXPRESS FOODS LIMITED

(passed on 30th April, 1993)

The following resolutions were duly passed as to resolution number 1 as an Ordinary Resolution and Resolution number 2 as a Special Resolution on 30th April, 1993:

1. THAT the authorised share capital of the Company be increased by £3,000 to £52,153,000 by the creation of 300,000 Ordinary Shares of 1p each having the rights and being subject to the restrictions as set forth in the Articles of Association of the Company.
2. THAT the Articles of Association of the Company be amended as follows:-
  - (a) by the insertion in Article 1.2 between the definitions of "the Dividend Date" and "Family Trust" the following new definitions:-

"Employee Trustees"      the trustee or trustees of the Express Foods Employee Share Trust and whenever any Preference Share, "A" Ordinary Share or Ordinary Share is held by any trustee or trustees on trust for the benefit of any employees of the company and/or any subsidiary (and provided that such trust subsists for the purposes of an employee's shares scheme been the meaning of the Act), those trustees as such.

"Express Foods Employee  
Share Trust"

the trust established by the Company by a deed dated on or around 30th April, 1993 made between the Company and Express Foods Employee Share Trustee Limited.

and by the insertion between the definitions of "Family Trust" and "Liquid Price" of the following additional definition:-

"interest"

shall mean an interest in shares which would be taken into account in deciding whether a notification to the Company would be required under Part VI of the Act (as if the Company were a public company and regardless of whether the interest is of the size which would require such notification) and shall for all purposes include:

- (a) the interests referred to in Section 209(1)(a), (b) and (e) of the Act and Regulation 2(d) of the Public Companies (Disclosure of Interests in Shares) (Exclusions) Regulations 1982;
- (b) save for the interests referred to in Regulations 2(a), (b) and (c) of the Public Companies (Disclosure of Interests in Shares) (Exclusions) Regulations 1982 and save as otherwise determined by the Company in general meeting from time to time, the other interests referred to in the Regulations referred to in Section 134(5) of the Companies Act, 1989,

and in each case excepting those of a bare trustee under the laws of England or of a simple trustee under the laws of Scotland.

- (b) the definition of "Permitted Transfer" contained in Article 1.2 be amended by adding to that Article the following words:-

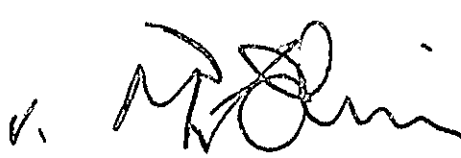
"and 4.6".

- (c) by substituting in Article 2.3(e)(i) the following percentages:-

- (i) in line 4, 78.43% shall replace 80%;
- (ii) in line 6, 73.53% shall replace 75%;

- (iii) in line 9, 78.43% shall replace 80% and 73.53% shall replace 75%;  
and
- (iv) in line 12, 73.53% shall replace 75% and 63.73% shall replace  
65%.
- (d) by the insertion at the end of Article 4.1(g) of ";or" and the addition  
of the following paragraph:-  
  
"(h) to Employee Trustees."
- (e) by the insertion at the end Article 4 of the following:-  
  
"4.6 Where shares have been transferred under Article 4.1 or under  
paragraphs (a) or (b) of this article to Employee Trustees or  
shares are held by Employee Trustees or have been subscribed by  
Employee Trustees, the Employee Trustees and their successors in  
office may transfer all or any of the shares held by the Employee  
Trustees:  
  
  - (a) to the trustees for the time being of the Express Foods  
Employee Share Trust, on any change of trustees;
  - (b) to the trustees for the time being of any other trust being  
a trust established by the Company for the benefit of  
employees of the Company and or any of its subsidiaries; or
  - (c) to the beneficial owner of any of the shares in accordance  
with the terms of the Trust Deed constituting the Express  
Food Employee Share Trust.
- 4.7 Nothing in these Articles shall prohibit the acquiring of an  
interest in any shares of the Company by any person if a transfer  
of the shares to that person would have been a Permitted  
Transfer."
- (f) by adding at the end of Article 5.1:-  
  
"Provided that the provisions of this Article 5 shall not apply to an  
interest in any shares held by the Employee Trustee if the interest is  
acquired or disposed of in accordance with or pursuant to the Trust  
Deed constituting the Express Foods Employee Share Trust, or to the  
acquisition of an interest permitted by Article 4.7.

Dated 30th April, 1993

  
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Chairman