

THE COMPANIES ACT 1985

Private Company Limited by Shares

Written Resolutions of the Shareholders

of

GORDON JOPLING (PROCESSING) LIMITED

(Company No. 2984029)

We, the undersigned, being the shareholders for the time being of the above named Company entitled to receive notice of and to attend and vote at meetings of shareholders of the Company **HEREBY PASS** the following written resolutions as special resolutions in accordance with Section 381A of the Companies Act 1985.

- 1 **THAT** a statutory declaration (Companies Form 155a) (a copy of which is attached) has been produced to and inspected at the meeting setting out details (inter alia) of certain documents (the "**Documents**") which the Company is proposing to enter into and grant in connection with (inter alia) the acquisition (the "**Acquisition**") by Gordon Jopling (Foods) Limited of the entire issued ordinary share capitals of the Company and Gordon Jopling (Food Ingredients) Limited (together the "**Target Companies**"), in particular in connection with term and working capital facilities to be provided by The Governor and Company of the Bank of Scotland (the "**Bank**") in connection with the financing of the Acquisition and details of financial assistance which the Company is proposing to give for the purposes of the Acquisition by (inter alia) entering into the Documents, accompanied by the requisite statutory auditors report prepared by Baker Tilly.
- 2 **THAT** the provisions (as the same may be amended, varied, supplemented or substituted) of the Documents be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such Documents.
- 3 **THAT** notwithstanding that the entering into and granting of certain of the Documents and granting the security and guarantees and performing its obligations thereunder would constitute financial assistance within the meaning of sections 151-158 (inclusive) of the Companies Act 1985, such entry and grant and the giving of such financial assistance is in the best interests of the Company.

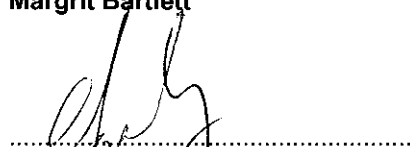


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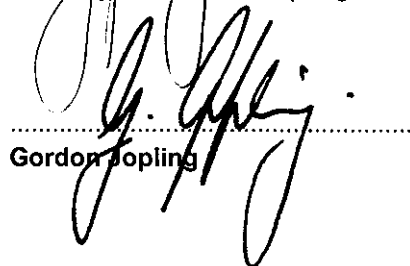
- 4 . **THAT** the giving of such financial assistance be and is hereby approved and that the Company entering into and/or granting the Documents to which it is a party and granting the security and guarantees and performing its obligations thereunder be and is hereby approved.



Margrit Bartlett



Christopher Gordon Jopling



Gordon Jopling

Date: 18th July 2002....