

THE COMPANIES ACTS 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

of

SHEPHERD NEAME LIMITED

(Passed 27th October 1995)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 10, Court Street, Faversham on 27th October 1995 at 12.50 p.m. the following Resolutions were passed as Special Resolutions.

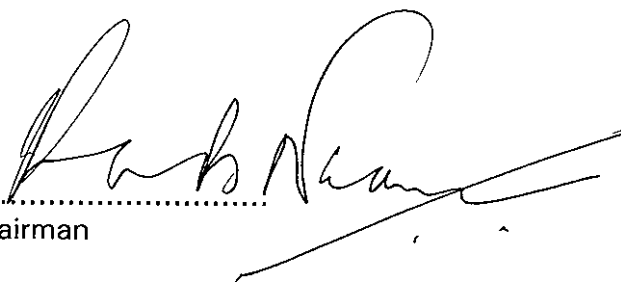
SPECIAL RESOLUTIONS

1. That, pursuant to section 9 of the Companies Act 1985 (the "Act"), the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document submitted to the Meeting and for the purpose of identification signed by the Chairman be approved and adopted as the Articles of Association of the Company (the "New Articles of Association") in substitution for and to the exclusion of the existing Articles of Association of the Company.
2. That, pursuant to section 4 of the Act, the Memorandum of Association of the Company be altered by renumbering the present clause 3(y) as clause 3(y)(1) and by inserting the following new clause 3(y)(2):-

"3(y)(2) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company or any other company in which the Company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or any such other company or subsidiary undertaking are interested, including, (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties

and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability."

3. That, subject to and conditional upon the passing of the extraordinary resolution in the notice convening a Separate Meeting of the holders of the "B" Ordinary Shares of 2p each in the capital of the Company for 27th October, 1995, the New Articles of Association be further altered by the deletion of Article 24 thereof and the substitution therefor of a new Article 24 in the form submitted to the Meeting and for the purpose of identification signed by the Chairman.


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Chairman