

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
OF
BERNARD MATTHEWS P.L.C.

At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held on the 2nd May, 1996 the Resolutions numbered 6 and 8 were duly passed as ORDINARY RESOLUTIONS and the Resolution numbered 7 below was duly passed as a SPECIAL RESOLUTION:-

RESOLUTIONS

6 THAT:

the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80, Companies Act 1985) up to an aggregate nominal amount of £9,006,873 provided that this authority shall expire on the date falling 15 months after the date on which this Resolution is passed or, if earlier, on the date of the next Annual General Meeting after the passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

7 THAT:

subject to the passing of Resolution 6 the Directors be and are hereby empowered pursuant to Section 95, Companies Act 1985 to allot equity securities (within the meaning of Section 94, Companies Act 1985) for cash pursuant to the authority conferred by Resolution 6 as if Section 89(1), Companies Act 1985 did not apply to any such allotment provided that this power shall be limited

- a) to the allotment of equity securities in connection with a rights issue in favour of Ordinary Shareholders where the equity securities respectively attributable to the interests of all Ordinary Shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them; and

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- b) to the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal value of £1,500,000

and shall expire on the date falling 15 months after the date this Resolution is passed or, if earlier, on the date of the next Annual General Meeting after the passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

8 THAT:

the Company be and is hereby authorised to make market purchases (within the meaning of Section 163, Companies Act 1985) on the London Stock Exchange of up to an aggregate of 18,000,000 Ordinary Shares of 25p each in its capital at a price of not more than 5% above nor less than 25% below the average of the middle market quotations for the Ordinary Shares of the Company derived from the London Stock Exchange Daily Official List in respect of the 10 business days before purchases are made (in each case exclusive of expenses) and that the authority conferred by this Resolution shall expire on the date falling 18 months after the date on which this Resolution is passed or, if earlier, on the date of the next Annual General Meeting after the passing of this Resolution and that the authority contained in this Resolution shall revoke and replace the authority contained in Resolution 8 passed at the 35th Annual General Meeting of the Company held on 4th May, 1995.



Director/Secretary