

No. 625299

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
DIRECTORS' RESOLUTION  
OF  
BERNARD MATTHEWS P.L.C.


At a MEETING of the Board of Directors of the above-named Company held on 2nd October, 1996 the following Resolution was passed as a DIRECTORS' RESOLUTION:-

RESOLUTION

THAT:

Pursuant to Regulation 16(2) of the Uncertificated Securities Regulations 1995 ("the Regulations"), IT WAS RESOLVED THAT:-

- a) title to the Ordinary shares of 25p each in the capital of the Company (the "Shares"), in issue or to be issued, may be transferred by means of a relevant system (as defined in the Regulations);
- b) such relevant system shall include the relevant system of which CRESTCo Limited is to be the Operator (as defined in the Regulations);
- c) the Shares shall not include any shares referred to in Regulation 17; and
- d) this resolution shall become effective immediately prior to CRESTCo Limited granting permission for the Shares to be transferred by means of the CREST system.

  
Director/Secretary

