

No. 625299

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
OF
BERNARD MATTHEWS LTD

At the ANNUAL GENERAL MEETING of the above named Company duly convened and held on 26th June, 2001 the Resolution below numbered 5 was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT the Articles of Association of the Company be and are hereby amended by:

- (a) The deletion of Articles 105, 106 and 107.
- (b) The deletion of Article 85 and its substitution with the following Article:

- 85 (a) The Directors shall have the power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors provided that as a result the total number of Directors shall not at any time be more than the maximum number fixed by or in accordance with these regulations.
- (b) No appointment of a person as Director shall have effect unless and until his consent to act as a Director in the prescribed form shall have been received at the Company's registered office.



A handwritten signature in dark ink, appearing to be "D.M. Reger", is located to the right of the barcode.

D.M. Reger
Secretary