

Private & Confidential

ICELAND FOODS VERSION

THE COMPANIES ACT 1985



ICELAND FOODS LIMITED (the "Company")

COMPANY LIMITED BY SHARES

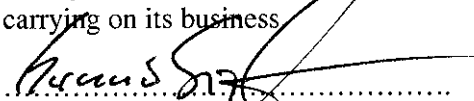
SHAREHOLDERS' WRITTEN SPECIAL RESOLUTIONS

1. Unless otherwise defined herein, words and expressions defined in the Board Minutes (a copy of which is attached hereto) have the same meanings in these written special resolutions.
2. Pursuant to section 381A and schedule 15A of the Companies Act 1985 (as amended) (the **Act**), the undersigned being the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company convened for the passing of the following special resolutions, hereby pass the following special resolutions as written resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed:
 - 2.1 THAT such of the Company's subsidiaries as shown against its name in the attached Schedule of Subsidiaries (together the **Subsidiaries**) be and are hereby authorised to give financial assistance under sections 155-158 (inclusive) of the Act to Giant Bidco Limited for the purpose of reducing and discharging the liabilities incurred in connection with the acquisition of the entire issued share capital of The Big Food Group Limited (the **Giant Acquisition**) and to Iceland Acquisitions Limited for the purpose of acquiring the entire issued share capital of Iceland Foods Limited as more particularly set out in the statutory declaration made by the directors of the Company in the forms 155(6)(b) prescribed under sections 155(6) and 156 of the Act (copies of which have been supplied to the members of the Company before the signing of this resolution) and to enter into the documents detailed therein to which they are a party.
 - 2.2 THAT the terms of and the transactions contemplated by the documents (the **Documents**) to which the Company is a party listed in the statutory declaration made by the directors of the Company in the forms 155(6)(a) prescribed under sections 155(6) and 156 of the Act (copies of which have been supplied to the members of the Company before the signing of this resolution) and relating to financial assistance to be given under sections 155-158 (inclusive) of the Act to Giant Bidco Limited for the purpose of reducing and discharging the liabilities incurred in connection with the Giant Acquisition and to Iceland Acquisitions Limited for the purpose of acquiring the entire issued share capital of Iceland Foods Limited be and are hereby approved and the directors and Company Secretary are all empowered, authorised and directed to execute and deliver the Documents.

2.3 THAT:

- (a) the execution and delivery of the Documents; and
- (b) the performance by the Company of its obligations under and any transactions contemplated by the Documents,

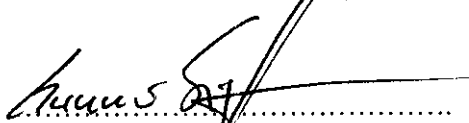
be and are hereby approved and is for the benefit of and in the best commercial, economical, strategic and financial interests of the Company and its Subsidiaries for the purposes of carrying on its business


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For and on behalf of

BF LIMITED

Date: 25 February 2005


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For and on behalf of

ICELAND (NOMINEES) LIMITED

Date: 25 February 2005

SCHEDULE OF SUBSIDIARIES

Acquisition of BFG and Iceland Foods Limited

Name	Subsidiaries
Iceland Foods Limited (0117406)	Iceland Overseas Limited (2652556) Iceland Foodstores Limited (00917394) Burgundy Limited (2133016)