

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

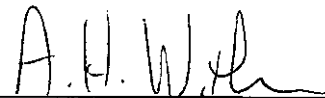
of

RIVENDALE FOODS LIMITED

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At an extraordinary General Meeting of the Company duly convened and held at Unigate House, Wood Lane, London W12 7RP on 8 May 1997 the following resolution was passed as a Special Resolution:

That in accordance with S.250 of the Companies Act 1985 (as inserted by S.14 of the Companies Act 1989) the Company shall be exempt from the provisions of Part VII of the Companies Act 1985 (as inserted by the Companies Act 1989) relating to the audit of accounts and obligations to appoint auditors.



Chairman

