

Company No 1503644

THE COMPANIES ACT 1985 TO 1989

Company Limited by Shares

SPECIAL RESOLUTION

OF

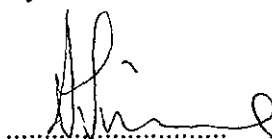
ALEMBIC PRODUCTS LIMITED

Passed the 29<sup>th</sup> day of March 2005

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at River Lane, Saltney, Chester CH4 8RQ on the above date the following resolution was duly passed as a special resolution of the Company:

SPECIAL RESOLUTION

3. That the Company is hereby authorised for the purposes of section 155 of the Companies Act 1985 to give financial assistance in connection with the acquisition of shares of the Company by Alembic Foods Limited by :-
- (i) the entry by the Company into a new Term Loan Facility with Clydesdale Bank plc in the form of the draft produced to the meeting and initialled by the Chairman .
  - (ii) the loan of certain monies by the Company to Alembic Foods Limited on open loan arrangements.
  - (iii) the repayment of the Term Loan Facility granted by Clydesdale Bank plc (in error) to Alembic Foods Limited on the 23<sup>rd</sup> December 2004.
  - (iv) The continuation of the giving of the financial assistance recorded in a special resolution of the Company dated 22<sup>nd</sup> December 2004



Chairman

