

Private & Confidential

BOOK VERSION

THE COMPANIES ACT 1985



THE BIG FOOD GROUP 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**) 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 (a copy of which has 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 form 155(6)(a) prescribed under sections 155(6) and 156 of the Act (a copy of which has 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 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.

A handwritten signature in black ink, appearing to be 'Hush', written over a dotted line.

For and on behalf of

GIANT BIDCO LIMITED

Date: 25 February 2005

SCHEDULE OF SUBSIDIARIES

Acquisition of BFG

Name	Subsidiaries
The Big Food Group Limited (01529002)	BF Limited (4340809) Giant Booker Limited (00065519) Booker Cash & Carry Limited (00197380) Linfood Cash and Carry Limited (02257345) Linfood Properties Limited (01974379) Fitch Lovell Limited (00168692) Booker US Limited (4621007) Booker Mariculture US Limited (4656111) Booker Mariculture UK Limited (4655968) Woodward Foodservice Limited (1786682) Deep Freeze Supplies Limited (SC046283) Booker Limited (5355306) Expert Group Limited (04045003) Expert Group (No. 2) Limited (05088481) Iceland Foods Limited (0117406) Iceland Foodstores Limited (00917394) Iceland Overseas Limited (2652556) International Trading & Exports Limited (3520993) Burgundy Limited (2133016) Bejam Group Limited (917174) Iceland Nominees Limited (2128385)