

Company No. 1961948

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of

PANFOODS CO., LIMITED

At an extraordinary general meeting of the Company held at the Registered Office of the Company on 31 December 1998 the following resolutions were passed as ordinary resolutions:


ORDINARY RESOLUTIONS

1. **RESOLVED THAT** the authorised share capital of the Company be increased from £500,000 to £500,000 and US\$2,000,000 by the creation of 2,000,000 ordinary shares of US\$1 each ranking pari passu in all respects with the existing ordinary shares of £1 each.
2. **RESOLVED THAT** the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of US\$2,000,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 31 December 2003 but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may



allot relevant securities pursuant to such offer or agreement.

Signed:

A handwritten signature in black ink, appearing to read 'P. Davis', written over a dotted line.

Director and Company Secretary

Dated: 14th January 1999