

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

Passed as a

WRITTEN RESOLUTION

of

PANFOODS CO., LIMITED

(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the resolution below was passed as a special resolution on 9 December 2008:

SPECIAL RESOLUTION

THAT Clause 3 of the Memorandum of Association of the Company be amended by the insertion of the following new Clause 3(W):

"To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantages, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or part of the undertaking, property and assets present and future and uncalled capital of the Company, or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares, or other securities of any company, firm, or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom."



Director

WEDNESDAY



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24/12/2008

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