

Company No: 2573163



**THE COMPANIES ACT 1985 & 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**of**

**RICHMOND FOODS PLC**

**PASSED ON 9 JUNE 2006**

At the Extraordinary General Meeting of the above-named Company duly convened and held at the offices of Eversheds LLP, Senator House, 85 Queen Victoria Street, London EC4V 4JL on 9 June 2006 the following Resolutions were both duly passed as Special Resolutions:

**SPECIAL RESOLUTIONS**

1. THAT:

- (a) for the purpose of giving effect to the Scheme of Arrangement dated 16 May 2006 (the "Scheme"), in its original form or subject to such modification, addition or condition agreed between Richmond Foods plc ("Richmond") and Ruby Acquisitions Limited ("Ruby Acquisitions") and approved or imposed by the Court, proposed to be made between Richmond and the holders of Scheme Shares (as defined in the Scheme), a print of which has been produced to the Meeting and (for the purpose of identification only) signed by the Chairman thereof:
  - (i) the share capital of Richmond be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme) and forthwith and contingently upon such reduction of capital taking effect, the authorised share capital of Richmond be increased to its former amount by the creation of such number of new ordinary shares of 5p each as shall be equal to the number of Scheme Shares cancelled as aforesaid and having the same rights as the Scheme Shares so cancelled; and
  - (ii) the amount credited to the books of account of Richmond arising upon the said reduction of capital taking effect be appropriated and applied in paying up in full at par all of the new shares in Richmond created pursuant to sub-paragraph (a)(i) of this resolution, which shall be allotted and issued, credited as fully paid up, to Ruby Acquisitions (as defined in the Scheme) and/or its nominee(s) and/or designated subsidiary in accordance with the Scheme;
- (b) conditionally upon the Scheme becoming effective, the board of Directors be and it is hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985, in substitution for all prior authorities conferred upon the board of Directors, but without prejudice to any allotments made pursuant to the terms of such authorities, to exercise all the powers of Richmond to allot relevant securities (within the meaning

of section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £1,600,000 provided always that:

- (i) the maximum aggregate nominal amount of relevant securities that may be allotted under this authority shall be the aggregate nominal amount of the said new ordinary shares created pursuant to subparagraph (a)(i) of this resolution; and
- (ii) this authority shall expire (unless previously revoked, varied or renewed) on the fifth anniversary of the passing of this resolution; and
- (c) with effect from the passing of this resolution, the articles of association of Richmond be amended by including the following new article after article 5 as article 5A (and amending the remainder of the articles and any cross-references thereto accordingly):

#### **"Scheme of Arrangement**

##### **5 A**

- (A) In this Article, references to the "Scheme" are to the scheme of arrangement dated 16 May 2006 under Section 425 of the Companies Act 1985, between the Company and the holders of the Scheme Shares (as denned in the Scheme), as it may be modified or amended in accordance with its terms, and expressions defined in the Scheme shall have the same meanings in this Article.
- (B) Notwithstanding any other provision of these Articles, if the Company issues any ordinary shares on or after the adoption of this Article and on or prior to the Hearing Record Time (as defined in the Scheme), such shares shall be issued subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or any subsequent holder or holders of such shares shall be bound by the Scheme accordingly.
- (C) If the reduction of capital provided for in Clause 1.1 of the Scheme has not become effective within 15 Business Days from and including the Scheme Hearing Date (or such later date as the Company and Ruby Acquisitions Limited ("Ruby Acquisitions") may agree and propose, and the Court may approve) this Article 5A shall be revoked and shall cease to have any effect.
- (D) Notwithstanding any other provision of these Articles, if any ordinary shares are issued to any person (a "New Member") (other than to Ruby Acquisitions or any person identified by written notice to the Company by Ruby Acquisitions as its nominee(s)) after the Hearing Record Time, such New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) will be obliged to transfer all the ordinary shares held by the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) (the "Disposal Shares"), to Ruby Acquisitions (or as Ruby Acquisitions may otherwise direct) (the "Purchaser") who shall be obliged to acquire all of the Disposal Shares. The consideration payable by the Purchaser shall be 750 pence in cash for each Disposal Share transferred to it (or such greater amount as may be payable under the Scheme if modified in accordance with its terms).

(E) To give effect to any transfer required by paragraph (D) above the Purchaser may appoint any person to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the purchase price of the Disposal Shares and may register the Purchaser as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member for the Disposal Shares. The Purchaser shall send a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) for the purchase price of such Disposal Shares within 7 days of the date on which the Disposal Shares are issued to the New Member.

(F) If the Scheme shall not have become effective by the date referred to in clause 5 of the Scheme, this Article 5.2 shall be of no effect."

2. THAT Article 97 of the Company's articles of association be amended on line 4 by deleting the reference to "£150,000" and substituting therefor "£250,000".

  
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**Chairman**