

DEAN CORPORATION PLC

ORDINARY RESOLUTIONS

Passed on 17th May 1996

At an Annual General Meeting of the above named Company duly convened and held at The Old Bridge Hotel, Huntingdon, Cambridgeshire on 17th May 1996 the following Resolutions were duly passed as Ordinary Resolutions of the Company:-

ORDINARY RESOLUTIONS

Resolution 10

That the capital of the Company be increased to £300,000 by the creation of 20,000,000 ordinary shares of 1/2p each ranking pari passu in all respects with the existing ordinary shares of 1/2p each.

Resolution 11

That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in Section 80, Companies Act 1985) up to an aggregate nominal amount of £27,194; provided that -

(a) this authority shall expire on 16th May 2001, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired; and

(b) all previous authorisations given to the Directors under Section 80, Companies Act 1985 shall now cease to have any effect, save that the Directors may allot relevant securities in pursuance of any offer or agreement made by the Company before today and which requires or might require relevant securities to be allotted after today, as if the Directors' previous authority had not ceased to have effect.

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Director

