

THE COMPANIES ACT 1985  
Company limited by shares

Company No: 2806007

DEAN CORPORATION PLC

SPECIAL 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 Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

Resolution 12

That the Directors be and are hereby empowered to allot equity securities (as defined in Section 94, Companies Act 1985) for cash pursuant to the authority conferred by resolution 11, as if Section 89(1), Companies Act 1985 did not apply to any such allotment; provided that this power shall be limited to:

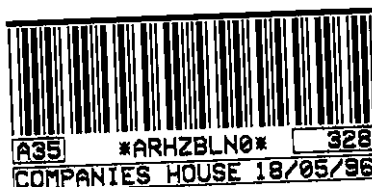
- (a) the allotment of equity securities up to a total nominal amount of £15,000 pursuant to share warrants issued by the Company on 14th July 1995 and 21st September 1995, and
- (b) the allotment of equity securities (otherwise than under paragraph (a) above) up to a total nominal value of £27,194

And this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such an offer or agreement as if the powers conferred hereby had not ceased to have effect.

Resolution 13

That the share premium account of the Company be reduced from £2,387,446 to £387,446

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Director



EF/CG/DEAN-SPE  
15/05/96