

Company number 03977289

SPECIAL RESOLUTION

OF

BERNARD MATTHEWS HOLDINGS LIMITED ("the Company")

Passed on 8 June 2010

The following resolution was duly passed as a special resolution on 8 June 2010 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

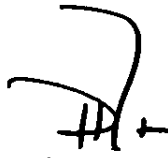
SPECIAL RESOLUTION

That the articles of association of the Company be altered by.

- (i) deleting the following words from existing article 3 1
“(other than on a winding up or other return of capital)”, and
- (ii) by inserting the following sentence at the end of existing article 3 1

“For the purpose of determining the rights of B ordinary Shares, both the ordinary shares and the B ordinary shares shall be treated as if they had been issued with a nominal and paid up value of 25 pence ”

Signed



Company Secretary



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11/06/2010

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COMPANIES HOUSE