

**Company Number: 5040327**

**The Companies Act 1985**

**and**

**The Companies Act 1989**

**Company Limited by Shares**

**Written Resolutions of**

**The Tanfield Food Company Limited ("the Company")**

I, the undersigned, being the sole member of the Company entitled to receive notice of and attend and vote at general meetings of the Company in accordance with article 9.1 of the articles of association of the Company do hereby declare the following resolutions to have been passed as if they had been passed at a general meeting of the Company duly convened and held:

1. That the authorised share capital of £1,000 divided into 1,000 ordinary shares of £1.00 each be subdivided into 10,000 ordinary shares of £0.10 each.
2. That the authorised share capital of the Company be increased from £1,000 to £400,000 by the creation of 3,990,000 new ordinary shares of £0.10 each, such new shares to rank pari passu in all respects with the existing 10,000 ordinary shares of £0.10 each in the capital of the Company.
3. That the directors be and they are hereby unconditionally authorised for the purposes of section 80 of the Companies Act 1985 ("the Act") to allot and dispose of or grant options over any relevant securities (as defined in section 80(2) of the Act) to such persons, on such terms and in such manner as they think fit, up to an aggregate nominal amount of £400,000 at any time or times during the period of five years from the date of this resolution provided that this authority shall enable the directors to allot relevant securities after the expiry of the said period of five years pursuant to an offer or agreement made by the Company before the expiry of the said period.
4. That pursuant to and in accordance with section 95 of the Companies Act 1985 ("the Act") the directors be and they are hereby empowered to allot equity securities (as defined in section 94 of the Act) pursuant to the authority given by resolution above as if section 89(1) of the Act did not apply to such allotment.

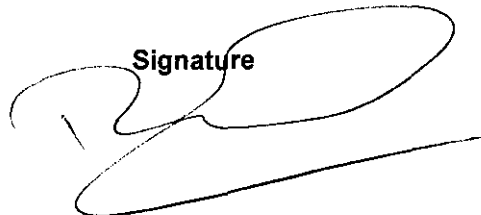
**Date**

**Member**

**Signature**

4 June 2004

R A N McKechnie



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COMPANIES HOUSE

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15/02/05