

281728

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

## Special Resolutions

OF

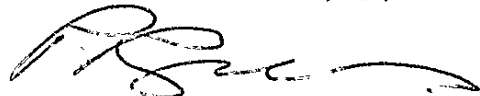
### RANKS HOVIS McDOUGALL PLC

(passed on 28th January, 1988)

At the annual general meeting of the Company duly convened and held on 28th January, 1988 the following resolutions were duly passed as special resolutions:—

#### SPECIAL RESOLUTIONS

- (i) That the directors be empowered to allot any equity securities of the Company under the authorities conferred on them on 29 January 1987 and 6 March 1987 for the purpose of section 80 of the Companies Act 1985 at any time before the date for which the annual general meeting of the Company next following this meeting is convened as if section 89(1) of that Act did not apply to:
- (a) any allotment of equity securities which are offered for cash to those persons who are registered on such date as the directors may prescribe as the holders of the issued Ordinary shares of the Company (as nearly as may be in proportion to the number of Ordinary shares respectively held by them) other than those holders resident outside the United Kingdom to whom an offer would be, in the opinion of the directors, impracticable or unlawful in any jurisdiction in the world;
  - (b) any allotment of equity securities which are not offered to any holders of Ordinary shares of the Company resident outside the United Kingdom pursuant to any such offer as aforesaid or which may represent fractional interests arising in connection with any such offer; or
  - (c) any other allotments for cash of equity securities up to a maximum nominal amount of £4,240,000,
- the expression 'equity securities' having for the purpose of this resolution the same meaning as in section 94 of the Companies Act 1985.
- (ii) That article 81 of the articles of association of the Company be altered by substituting with effect from 1 February 1988 "£7,500" for "£5,000" and "£15,000" for "£7,500".



Director



RICHARDS BUTLER  
5 CLIFTON STREET,  
LONDON, EC2A 4DQ  
SOLICITORS