

CHANGE NAME
8/7/99



Company No.: 2956279

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED
BY SHARES RESOLUTIONS OF
LANGDONS FOODS PLC

(passed 8th July 1999)



At an **EXTRAORDINARY GENERAL MEETING** of the above-named Company duly convened and held at Memery Crystal, 31 Southampton Row, London, WC1B 5HT on 8th July 1999, the following Resolutions were duly proposed and passed of which Resolution 1 was passed as a Special Resolution and Resolution 2 as an Ordinary Resolution:

SPECIAL RESOLUTION

1. THAT
 - (a) the 500,000,000 Ordinary Shares of 1p each in the share capital of the Company (both issued and unissued) be and is hereby consolidated into 25,000,000 Ordinary Shares of 20p ("Consolidated Ordinary Shares") such shares ranking *pari passu* in all respects with each other.
 - (b) each issued Consolidated Ordinary Share of 20p each in the capital of the Company (arising on the consolidation referred to in paragraph (a) above) be sub-divided into one New Ordinary Share of 0.5p each ranking *pari passu* in all respects with each other and one Deferred Share of 19.5p each having the rights set out in the articles of association of the Company as amended pursuant to paragraph (d) below and ranking *pari passu* in all respects with each other.
 - (c) each authorised but unissued Consolidated Ordinary Share of 20p each (arising on the consolidation referred to in paragraph (a) above) be sub-divided into forty New Ordinary Shares of 0.5p each ranking *pari passu* in all respects with each other and the other issued New Ordinary Shares.

- (d) the articles of association of the Company be amended as follows:
- (i) that existing Article 4(A) be deleted in its entirety and a new Article 4(A) be inserted into place as follows:-
- “4(A) The Share Capital of the Company is £5,000,000 divided into 511,691,374 New Ordinary Shares of 0.5p and 12,520,734 Deferred Shares of 19.5p.
- (ii) that existing Article 4(B) be deleted in its entirety and a new Article 4(B) be inserted in its place as follows:-
- “4(B) Deferred Shares shall not entitle their holders to receive any dividend or any distribution, to receive notice of or to attend or vote at any General Meeting of the Company and shall only entitle their holders to receive or participate in any property or assets of the Company whether on a return of assets or a winding-up of the Company or otherwise, after the claims of holders of New Ordinary Shares have been fully satisfied.”
- (e) the Directors be authorised to deal with any fractions arising upon the consolidation and sub-division referred to in paragraphs (a), (b) and (c) above as they think fit and, in particular, that the directors be authorised to sell any shares representing fractions to any person (including, subject to the Companies Act 1985 (“the Act”), the Company) and to distribute the net proceeds of sale in due proportion among those members save for amounts of £3 or less which shall be retained for the benefit of the Company.
- (f) to give effect to any such sale referred to in paragraph (e) above, the directors be authorised to take or to instruct any person to take such steps as may be necessary to transfer or deliver such shares to, or in accordance with the directions of, the purchaser.
- (g) in substitution for all existing authorities the Directors be generally and unconditionally authorised in accordance with Section 80 of the Act to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate nominal amount of £486,678, such authority to expire on whichever is the earlier

of the Annual General Meeting to be held in 2000 of the Company or the date falling 15 months from the date of passing of this Resolution save that the directors may allot relevant securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date as if such authority had not expired.

- (h) in substitution for all existing authorities the Directors be generally empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94(2) of the Act) for cash pursuant to the authority conferred by paragraph (g) of this resolution as if Section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to:-
- (i) the issue of the Rights Shares pursuant to the Rights Issue as described in the document dated 14 June 1999 of which the notice convening this Meeting forms part ("the Prospectus");
 - (ii) the allotment of equity securities in connection with a rights issue or other pre-emptive shares issue in favour of the holders of ordinary shares in the capital of the Company where the equity securities respectively attributable to the interests of all holders of ordinary shares are proportionate (as nearly as may be) to the respective number of ordinary shares held by them but subject to such exclusions or arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements arising or any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or exchange or otherwise; and
 - (iii) the allotment (otherwise than pursuant to sub-paragraphs (i) and (ii) above) of equity securities for cash up to an aggregate nominal amount of £43,822;

and this power shall expire on whichever is the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2000 or the date falling 15 months from the date of passing of this Resolution or, 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 any such offer or agreement as if the power conferred hereby had not expired power granted to the directors not previously utilised.

(i) the name of the Company be changed to "Coburg Group Plc".

2. THAT subject to the passing of Resolution 1, Konrad Patrick Legg be appointed as Director of the Company.



CHAIRMAN