

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ELECTIVE RESOLUTIONS

of

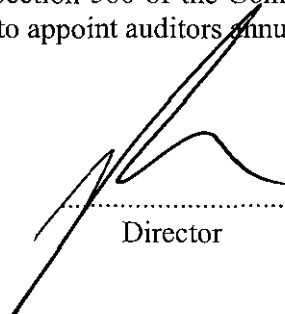
Cargill Foods Limited

(passed on 1st March, 2002)

At the ANNUAL GENERAL MEETING of the above Company duly convened and held at Knowle Hill Park, Fairmile Lane, Cobham, Surrey KT11 2PD on 1st March, 2002 the following Resolutions were duly passed as Elective Resolutions of the Company by all the members entitled to attend and vote at the Meeting:

ELECTIVE RESOLUTIONS

1. **THAT** in accordance with Section 366A of the Companies Act 1985, the Company shall dispense with the holding of annual general meetings.
2. **THAT** in accordance with Section 252 of the Companies Act 1985, the Company shall dispense with the laying of accounts and reports before the Company in general meeting.
3. **THAT** in accordance with Section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint auditors annually.


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Director

