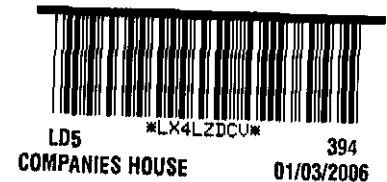


Company number: 01334049



**THE COMPANIES ACT 1985 (as amended)**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION  
OF**

**SYAQUA LIMITED  
(the "Company")**

WE, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE in accordance with section 381A of the Companies Act 1985 (as amended) AS FOLLOWS:

**That:**

- 1 the provision of the Company of financial assistance (within the meaning of sections 151 and 152 of the Companies Act 1985) for the purpose of discharging or reducing liabilities incurred for the acquisition of the entire issued share capital of Sygen International Limited as described in the statutory declaration executed by the directors of the Company dated **23** February 2006, be approved with immediate effect;
- 2 the execution of, terms of, and the transactions contemplated by the following documents to which the Company is to be a party:
  - 2.1 the accession letter to the facilities agreement dated 26 October 2005 as amended 1 December 2005 and made between, amongst others, (1) Genus plc (the "**Purchaser**"), (2) Barclays Bank PLC as original lender, agent, issuing bank and security trustee (the "**Bank**") (the "**Facilities Agreement**"), to be made between the Company and the Bank pursuant to which the Company will accede to the Facilities Agreement as an additional guarantor (the "**Facilities Accession Letter**");
  - 2.2 the debenture to be made between the Company and the Bank as security trustee (the "**Debenture**");
  - 2.3 the Mexican law share pledge in favour of the Bank as security trustee over the Company's shares in SyAqua Mexico S. de R. L. de C.V. (the "**Mexican Share Pledge**");
  - 2.4 the Brazilian law quota pledge in favour of the Bank as security Trustee over the Company's quotas in Aquatec-Industrial Pecuaría Ltda (the "**Brazilian Quota Pledge**");
  - 2.5 an accession deed to the intercreditor agreement dated 26 October 2005 as amended 4 January 2006 and 13 February 2006 entered into between, amongst others (1) the Purchaser and (2) the Bank (the "**Intercreditor Agreement**"), to be made between the Company and the Bank as security trustee pursuant to which the Company will accede to the Intercreditor Deed (the "**Intercreditor Accession Deed**"); and

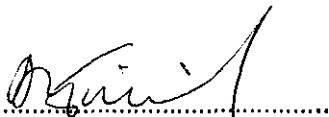
- 2.6 an intercompany loan agreement (the "**Intercompany Loan Agreement**") to be made between the Company and Genus plc will make available a credit facility to the Purchaser of up to a maximum principal amount of £180,000,000,

be and are hereby approved; and

#### **SPECIAL RESOLUTION**

- 3 the Articles of Association of the Company be amended by disapplying Articles 7, 33 to 35 and 39 of Part II of the Company's Articles of Association.
- 4 the Articles of Association of the Company be amended by disapplying Articles 8, 24, and 26 of Table A Companies Act 1985.
- 5 the Memorandum of Association of the Company be amended by inserting the following additional paragraph:

"3(T) to guarantee the performance by the Company of any obligation or liability it or any other person or company may undertake."



Director

For and on behalf of

**PIC Fyfield Limited**

Date: **23** February 2006

Date sent to auditors: