

COMPANY NUMBER: 03704349

THE COMPANIES ACT 1985 (AS AMENDED BY THE COMPANIES ACT 1989)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SMITHS OF SMITHFIELD LIMITED



Passed on 2 November 2005

The member of the above named private company ("Company") notes that statutory declarations sworn by the directors of the Company, together with reports of the auditors of the Company, have been made available to them for inspection.

I, the undersigned, being the sole member of the Company entitled for the purposes of section 381A(1) of the Companies Act 1985 (as amended by the Companies Act 1989) ("Act") to receive notice of and attend and vote at a general meeting of the Company in relation to the subject matter of these Resolutions hereby pass the following Resolutions and agree that the same shall for all purposes be as valid and effective as if the same had been passed as Special Resolutions of the above named Company at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

- 1 **THAT** the provisions of the documents referred to in this Resolution which the Company is proposing to enter into and grant in connection with (*inter alia*) the acquisition by Korado Limited (company number: 03744741) ("Purchaser") of the entire issued share capital of the Company ("Acquisition") are hereby approved and the directors of the Company are hereby empowered, authorised and directed to complete and enter into such documents ("Documents") listed in the schedule to these Resolutions.
- 2 **THAT** the undersigned having seen and inspected a statutory declaration (with auditors' report attached) setting out details of the Acquisition and details of the financial assistance which the company is proposing to give for the purposes of the Acquisition by (*inter alia*) entering into the Documents notwithstanding that the entering into and granting of such Documents would constitute financial assistance within the meaning of sections 151-158 (inclusive) of the Act, such entry and the giving of such financial assistance is in the best interests of and for the commercial benefit of the Company, and that the giving of such financial assistance is hereby approved and that the Company may enter into the Documents. For the avoidance of doubt the undersigned confirms that the Company is receiving full and fair

consideration for the obligations it is undertaking in accordance with the terms of the Documents.

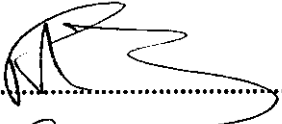
THE SCHEDULE

- 1 The mortgage debenture between the Company and The Royal Bank of Scotland plc acting as agent for National Westminster Bank plc (the "Bank") over the assets of the Company in favor of the Bank and dated on or about the date of these Resolutions.

- 2 The cross composite guarantee between the Company and the other companies within the Korado group, guaranteeing payment to the Bank of the Korado group's liabilities to the Bank, which shall be unlimited, and dated on or about the date of these Resolutions

Dated this 2 day of November 2005.

Signed for and on behalf of
KORADO LIMITED

By 

Name R. H. MUNDING

Position DIRECTOR