

NT 000168

THE COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
JOHN HANNA LIMITED
(the "Company")**

WRITTEN RESOLUTION of all the members of the Company pursuant to Article 389A of the Companies (Northern Ireland) Order 1986 passed as an ordinary resolution of the Company.

We being all the members for the time being entitled to attend and vote at a general meeting of the Company **HEREBY PASS** the following resolution as a written resolution of the Company which would otherwise be required to be passed as an ordinary resolution of the Company:

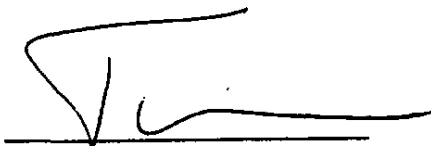
ORDINARY RESOLUTION

THAT the restrictions on directors voting in respect of contracts with the Company in which they are interested contained in Article 12 of the Articles of Association be suspended in respect of (i) the declaration of an interim dividend on 26th Dec 2006, and (ii) the transfer of land and buildings at 72 Shanksbridge Road, Kells, Ballymena, Co Antrim, in part satisfaction of the interim dividend.

Dated: 16th December 2006



HUGH BURGOYNE BAIRD



WILLIAM JAMES BURGOYNE BAIRD

for an on behalf of

WFB BAIRD & CO LIMITED



WILLIAM JAMES BURGOYNE BAIRD

IC/STH/2WFB1553-WR

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