

Company Number: NI 4842

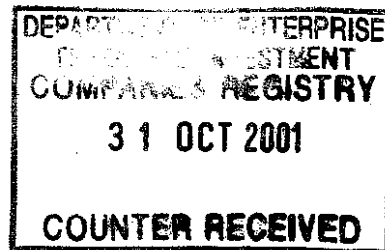
**THE COMPANIES (NORTHERN IRELAND) ORDER 1986
COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTION

of

MOY PARK LIMITED (the Company)

(passed on 17th October 2001)



Pursuant to the Articles of Association of the Company, the undersigned being the sole member of the Company for the time being entitled to attend and vote at general meetings of the Company by its signature hereby passes the following resolutions as resolutions of the Company as indicated and agrees they shall be effective as at the date of the last signature.

SPECIAL RESOLUTIONS

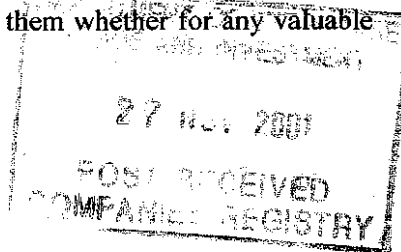
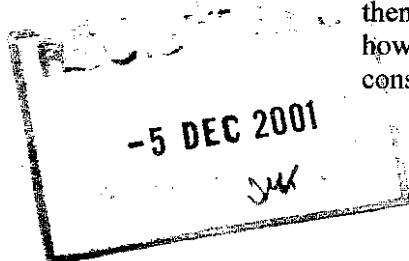
1. **THAT** the Articles of Association of the Company be amended by inserting the following special article as follows:

SPECIAL ARTICLE

Notwithstanding anything contained in these Articles whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these Articles):

1. The Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
 - (a) is to any bank, institution or other person to whom such shares have been charged by way of security or to any nominee of such bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"); or
 - (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security;

any director shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and not such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.



2. The Directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Special Article 1. Above).
2. **THAT** the Company enters into a credit agreement (the **Credit Agreement**) between, amongst others, the Company, Barclays Bank PLC as facility agent, Rabobank International, London Branch as security agent and the Banks (as defined therein).
3. **THAT** the Company enter into other finance documents to which it is a party as defined in the Credit Agreement including the following: the Working Capital Credit Agreement, the Ancillary Facility Document, the English Security Agreement, the Northern Irish Security Agreement, the Northern Irish Share Charge, the Master Receivable Assignment Agreement, the Bank Account Pledge Agreement, the Shares Account Pledge Agreement and the Intercreditor Agreement (the **Finance Documents**)
4. **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by, the Credit Agreement, the Finance Documents and any related document.
5. **THAT** the provision of financial assistance (within the meaning of articles 161 to 168 of the Companies (Northern Ireland) Order 1986) by the Company to Gands (U.K.) for the purposes of the execution and delivery of the Credit Agreement, Finance Documents and any related document is approved.
6. **THAT** the giving of financial assistance and the entry into the Credit Agreement, Finance Documents, the guarantee in the Credit Agreement and any related document by the Company is to the commercial benefit and in the best interests of the Company.
7. **THAT** these resolutions have effect notwithstanding any provision of the Company's memorandum and articles of association.
8. **THAT** the Secretary be instructed to file a copy of the above Special Resolution with the Registrar of Companies together with a print of the Company's Articles of Association as altered.

SIGNED by or by the duly authorised representatives on or on behalf of all the members of the Company who at the date of the Resolution (being the date when the Resolution was signed by or on behalf of the last person to sign) would be entitled to attend and vote at a general meeting of the Company had the Resolution been put to such a meeting.



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For and on behalf of
OSI INTERNATIONAL HOLDINGS LIMITED



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For and on behalf of
MOY PARK LIMITED