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Company No: NI 35481

The Companies (Northern Ireland) Order 1986

Company Limited by Shares

Written Resolution

-of-


CLARENDON AGRICARE LIMITED (the "Company")

Passed the 14th day of February 2007

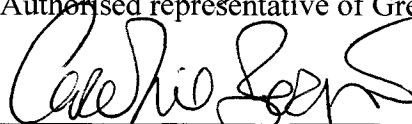
We, the undersigned being all the members of the Company having the right to attend and vote at general meetings of the company signify our assent to the passing of the resolution set out below as an ordinary resolution under the provisions of Article 389A of the Companies (Northern Ireland) Order 1986 to the effect that such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly convened and held.

Ordinary Resolution:

"That the Company declare a dividend in the amount of £1,678,000."



Authorised representative of Greencore (UK) Holdings plc



Caroline Bergin

