



Company No: NI 035481

The Companies (Northern Ireland) Order 1986-1990

Written Resolutions

of

Clarendon Agricare Limited

Dated the 28th day of February 2007

We, the undersigned being all the members of the Company having the right to attend and vote at a general meeting at which the undernoted resolutions are proposed signify our assent to the passing of the said resolutions as special resolutions 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.

SPECIAL RESOLUTIONS

THAT:

1. The terms of an agreement between the Company and Greencore UK Holdings plc for the purchase by the Company of 732,721 ordinary shares of £1.00 each in the capital of the Company as set out in the draft contract produced to the meeting and signed by the Chairperson of the meeting for the purposes of identification (**Contract**) be approved and the Company be authorised to enter into the Contract.
2. The payment by the Company out of capital of the sum of £732,721 for the purchase of its own shares pursuant to the Contract be approved.

Signed

Caroline Bergin

