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Company No. NI 035481

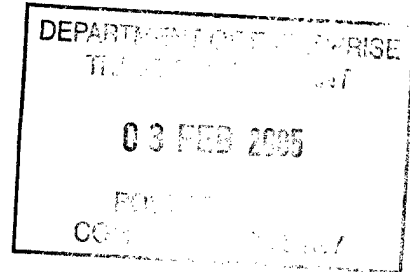
**The Companies (Northern Ireland) Order 1986**

**Company Limited by Shares**

**Written Resolutions**

of

**Clarendon Agricare Limited  
("the Company")**



Dated the 31<sup>st</sup> day of January, 2005.

We, the undersigned members of the Company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company hereby signify our assent to the passing of the said resolutions as elective resolutions under the provisions of Article 389(A) and 387(A) of the Companies (Northern Ireland) Order 1986 (the "Order") to the effect that such resolutions shall be deemed to be as effective as if they have been passed at a general meeting of the Company duly convened and held.

Elective Resolutions:-

That the Company hereby elects:-

- (a) to dispense with the laying of accounts and reports before the Company in general meeting in the current financial year and all subsequent financial years in accordance with Article 260 of the Order;
- (b) to dispense with the holding of annual general meetings in accordance with Article 374(A) of the Order in the current year and all subsequent years; and
- (c) to dispense with the obligation to appoint auditors annually in accordance with Article 394 of the Order.

Signed:

On behalf of Greencore UK Holdings plc

Signed:

On behalf of C.M. Bergin and Greencore UK Holdings plc

