



00203055

The Companies (Northern Ireland) Order 1986

Company Limited of Shares

Written Resolution of

NEWAGRICO LIMITED

(the "Company")

(Number NI 35481)

Pursuant to Article 389A of the Companies (Northern Ireland) Order 1986.

Passed on 1st April 1999

We, the undersigned members of the Company, being the only members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows, such resolutions to take effect as to resolution 3 as a special resolution and as to resolutions 1 and 2 as ordinary resolutions.

RESOLUTIONS

1. That the authorised share capital of the Company be and it is hereby increased from £100,000 to £2,000,000 by the creation of 1,900,000 ordinary shares of £1 each, such shares to rank pari passu with the existing ordinary shares of £1 each in the capital of the Company.
2. That the Directors of the Company be and they are hereby generally authorised for the purposes of Article 90 of the Companies (Northern Ireland) Order (the "Order") to exercise all the powers of the Company to allot relevant securities (as defined by Articles 90(2) of the Order) up to an aggregate nominal amount of 1,900,000 at any time or times during the period from the date on which this resolution was passed up to and including the fifth anniversary thereof on which date the authority given by this resolution shall expire and such authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.
3. That the Directors of the Company be and they are hereby empowered pursuant to Article 105 of the Order to allot equity securities (within the meaning of Article 104) for cash pursuant to the authority conferred by the previous resolution as if Article 99(1) of the Order did not apply to any such allotment.

- 3 APR 1999



Merry Canavan
Kerry Canavan

Judith Keogh
Judith Keogh

Dated this 1st April 1999

We hereby certify that a copy of this written resolution has been sent to the Company's auditors in accordance with the Companies (NI) Orders 1986 and 1990 (Nos. 1 and 2) (as amended by the Deregulation (NI) Order 1997).

Merry Canavan
Dated this 1st day of April 1999

REF: KC\DOCS\NEWAGRICO.RES2

Certified a true copy
this 7th day of April 1999
Arthur Cox NI

Arthur Cox
Northern Ireland
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