



MOYNE SHELF COMPANY (NO 223) LIMITED

Company Number N1060917

(the Company)

The Companies (NI) Order 1986

Copy Resolutions of the type and in the terms specified below as passed by the members of the Company named above at their extraordinary general meeting duly convened and held on 9th November 2006.

SPECIAL RESOLUTIONS

1. That with the consent of the Department of Enterprise Trade and Industry the name of the Company be changed to NiAgro Limited; and
2. That the objects clause 3(a) in the Company's memorandum of association be changed to the following: -
 - '3. (a) To carry on the business of an investment holding company and the business of an investment company or other and to do all lawful acts and things whatever, there are necessary or convenient in carrying on the business of a holding company or the business of an investment company or both and in particular to carry on in all its branches the business of a management and servicing company and to act as managers or to direct the management of other companies or of the business, property and estates of corporations private persons or companies and to undertake and carry out all such services in connection therewith as may be deemed expedient and to exercise its powers as a controlling shareholder of other companies; to acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights privileges, stocks, shares and debentures in public or private companies, corporate or unincorporated policies of insurance and other such property, real or personal and rights and interests in property as the Company shall deem fit.'

Dated the 9th day of November 2006

For and on behalf of
Moyné Secretarial Limited
Company Secretary