

THE COMPANIES ACT 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

OF

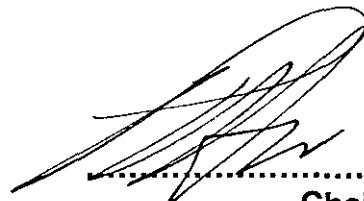
E D & F MAN SUGAR LIMITED

PASSED ON 21 AUGUST 2000

At an Extraordinary General Meeting of the above-named Company duly convened and held at Sugar Quay, Lower Thames Street, London EC3R 6LA on Monday 21 August 2000, the following Resolutions were duly passed as Ordinary Resolutions:

1. **THAT** the authorised share capital of the Company be increased by the creation of 65,000,000 ordinary shares of US\$1 each, so that the increased share capital of the Company is £10,000,000 divided into 10,000,000 ordinary shares of £1 each and US\$143,000,000 divided into 143,000,000 ordinary shares of \$1 each, both denominations of shares ranking pari passu in all respects.

2. **THAT** the Directors be and they are, hereby, generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to an aggregate nominal amount of US\$143,000,000. Provided that the authority, hereby, given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.


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Chairman

