

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

RED STAR BIOPRODUCTS LIMITED

ELECTIVE RESOLUTIONS

1. THAT: pursuant to Section 80A of the Companies Act 1985 (as amended) the Company hereby elects that the provisions of that Section shall apply (instead of the provisions of Section 80(4) and (5) of the said Act) in relation to the giving of the authority under the said Section 80.
2. THAT: pursuant to Section 252 of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting in respect of the financial year ending 30 September 1997 and subsequent financial years until this election is revoked.
3. THAT: pursuant to Section 366(A) of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the holding of annual general meetings in 1998 and in subsequent years until this election is revoked.
4. THAT: pursuant to Section 386 of the Companies Act 1985 (as amended) the Company hereby elects to dispense with the obligation to appoint auditors annually.

ORDINARY RESOLUTION

5. THAT: pursuant to Section 80A of the Companies Act 1985 (as amended) the directors be generally and unconditionally authorised to allot relevant securities (as defined in Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £391,000 for an indefinite period and this authority shall take effect in substitution for all existing authorities under the said Section 80.

SIGNED :



For and on behalf of
UNIVERSAL FOODS (UK) LIMITED

DATED : 19 September 1997

