

Number of Company: 2614349

The Companies Act 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS
(pursuant to Section 378 of the Companies Act 1985)

OF

GREENCORE UK HOLDINGS PLC

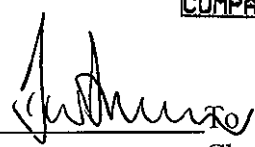
passed

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 42-46 High Street, Esher, Surrey KT10 9QY on 31st day of March 1999, the subjoined **ORDINARY RESOLUTIONS** were duly passed viz:

RESOLUTIONS

1. **THAT** the authorised share capital of the Company be increased to £10,000,000 by the creation of an additional 9,000,000 Ordinary shares of £1.00 each.
2. **THAT** with the effect from the time of the passing of this Resolution the Directors are unconditionally authorised, pursuant to Section 80(1) of the Companies Act 1985, to allot all or any of the unissued shares in the Authorised Share Capital of the Company at the date of this resolution at any time or times during the period of five years from the date hereof.



Signature:  be signed by the Chairman, a Director or the Secretary of the Company.