

Number of Company: 2614349

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
(Pursuant to Section 379A of the Companies Act 1985)
OF
GREENCORE UK HOLDINGS PLC

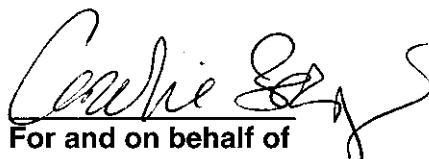
By written resolution of all the members of the above-named company approved on *22nd September* 2003 the following resolutions were passed namely:

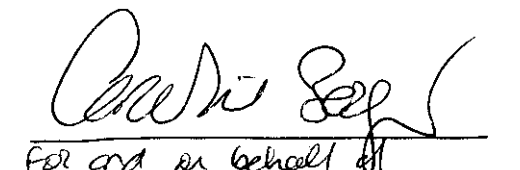
ORDINARY RESOLUTION

THAT with 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.

SPECIAL RESOLUTION

THAT with effect from the time of the passing of this resolution, pursuant to Section 95 of the Companies Act 1985, the provisions of Section 89(1) of the said Act shall not apply to the allotment of all or any shares which at the date of this resolution the Directors are unconditionally authorised to allot at any time or times during the period of five years from the date hereof.


For and on behalf of
Earlsfort Holdings B.V.


For and on behalf of
Carolie Segers and Earlsfort
Holdings B.V.


For and on behalf of
Greencore Holdings Limited



ED5
COMPANIES HOUSE

0052
17/10/03