

Company No. 3516726

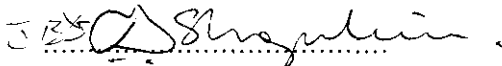
**J. B. SHROPSHIRE & SONS LIMITED (Company)**

**Written Resolution pursuant to Section 381A Companies Act 1985 (as amended)**

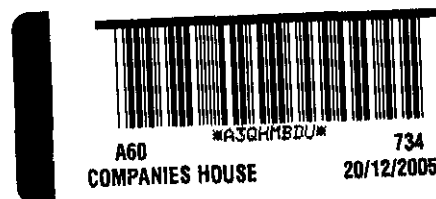
We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as special resolutions of the Company pursuant to Section 381A of the Companies Act 1985 (as amended) and hereby agree that such resolutions shall for all purposes be as valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held:

**SPECIAL RESOLUTIONS**

- 1 That the provisions of the documents listed in the appendix to this Written Resolution (**Documents**), which the Company is proposing to enter into be and are hereby approved (copies of such Documents having been supplied to the members of the Company prior to the signing of this Written Resolution, (subject to such changes as the Company's Directors, in their absolute discretion, think fit).
- 2 That, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Documents for the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit).

  
J. B. Shropshire

Dated: 2-11-05



## The Appendix

### Documents

- 1 A credit agreement for the provision of a £3,000,000 term loan facility to G's Growers Limited (**Borrower**) to be made between the Borrower (1), the companies detailed in part 1 of schedule 4 thereto as guarantors (2), the Company as mortgagor (3) and Lombard North Central Plc (**Lender**) (4).
- 2 A legal charge to be granted by the Company in favour of the Lender in relation to land on the north west side of Ten Mile Bank, Littleport, Cambridgeshire (**Property**).
- 3 A deed of priority to be made between the Company, the Borrower, the Lender and the Royal Bank of Scotland plc.
- 4 A waiver to be given by the Company to the lender in respect of chattels kept at the Property the Borrower.