

Company No. 4050391

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

CITRUSDRIVE LIMITED



Clifford Chance Nominees Limited, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

1. THAT the Company's memorandum of association be altered by the adoption of a new clause 3(A) in the form of the annexed draft below, initialled by the chairman for the purpose of identification, in substitution for existing clause 3(A):

3(A) (i) To carry on the businesses in any part of the world as importers, exporters, buyers, sellers, distributors, manufacturers and dealers of meat, produce, foods and associated animal co-products of all kinds and to win, process and work meat, produce, foods and associated animal co-products of all kinds. *Y*

(ii) To carry on business as manufacturers, builders and suppliers of and dealers in goods of all kinds, and as mechanical, general, electrical, marine, radio, electronic, aeronautical, chemical, petroleum, gas civil and constructional engineers, and manufacturers, importers and exporters of, dealers in machinery, plant and equipment of all descriptions and component parts thereof, forgings, castings, tools, implements, apparatus and all other articles and things. *Y*

(iii) To act as an investment holding company and to co-ordinate the business of any companies in which the Company is for the time being interested, and to acquire (whether by original subscription, tender, purchase exchange or otherwise) the whole of or any part of the stock, shares, debentures, debenture stocks, bonds and other securities issued or guaranteed by a body corporate constituted or carrying on business in any part of the world or by any government, sovereign ruler, commissioners, public body or authority and to hold the same as investments, and to sell, exchange, carry and dispose of the same. *Y*

2. THAT the Company's articles of association be altered by the adoption of a new first sentence in regulation 1 (B) in the form of the annexed draft below, initialled by the

chairman for the purpose of identification, in substitution for first sentence of existing regulation 1 (B):

The regulations of Table A numbered 24, 38, 60, 61, 64, 73, 74, 75, 76, 77, 78, 80, 81, 90, 94, 95, 96, 97, 98, 101, 115 and 118 do not apply. ✓

3. THAT the Company's articles of association be altered by the adoption of a new second sentence in regulation 1 (B) in the form of the annexed draft below, initialled by the chairman for the purpose of identification, in substitution for second sentence of existing regulation 1 (B):

The regulations of Table A numbered 6, 37, 46, 53, 57, 59, 62, 65, 66, 67, 68, 72, 79, 84, 88, 110, 112 and 116 are modified. ✗

4. THAT the Company's articles of association be altered by the adoption of a new regulation 39 in the form of the annexed draft below, initialled by the chairman for the purpose of identification:

SEAL

39. Regulation 6 of Table A is modified by the deletion of the words "shall be sealed with the seal and" from the penultimate sentence thereof. ✗

SIGNATURE: Michael Carter

MICHAEL CARTER

for and on behalf of Clifford Chance Nominees
Limited

DATE: 4 September 2000