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I S + Co

Iain Smith & Company
Solicitors

THE COMPANIES ACT 1985

RESOLUTION OF MEMBERS

GRAMPIAN COUNTRY CHICKENS (REARING) LIMITED

COMPANY NO SC 156515

We, the undersigned, being the members of Grampian Country Chickens (Rearing) Limited ("the Company"), declare the following resolutions to have been duly passed as Ordinary and Special Resolutions of the Company:

Ordinary Resolution

1. "That the authorised share capital of the Company be increased from £1,850,000 to £14,850,000 by the creation of 13,000,000 Ordinary Shares of £1 each ranking *pari passu* with the existing 1,850,000 Ordinary Shares of £1 each "
2. "That, pursuant to Section 80 of the Companies Act 1985, the directors are authorised to allot, or grant the right to subscribe for, shares in the Company to such persons and on such terms as the directors shall determine, up to a maximum of the shares comprised in the authorised but unissued share capital of the Company from time to time."

Special Resolution

3. "That, pursuant to Section 95 (1) of the Companies Act 1985, the provisions of Section 89 (1) of the Companies Act 1985 shall not apply to any allotment of shares, or grant of the right to subscribe for shares, made by the directors pursuant to the authority conferred upon them by resolution number 2 above."


.....
Grampian Country Food Group Limited

23 APRIL 2007

Date


Bank of Scotland Branch Nominees Limited

23 APRIL 2007

Date

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14/06/2007

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