

ELECTIVE RESOLUTION

**Bayer CropScience Holdings Limited ("Company")
(Formerly Intercede 1793 Limited)**

At the annual general meeting of the members of the Company duly convened and held at Hauxton, Cambridge, CB2 5HU on the 9th September 2003 at 14.30pm.

The following elective resolution was passed:

THAT the Company hereby elects:

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.

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M. J. H.

