

Affinity Petcare UK Limited

Company No:
4471100

The Companies Acts 1985 and 1989

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolutions as Ordinary Resolutions and agree that the said Resolutions shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

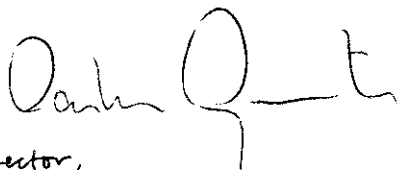
Ordinary Resolutions

1. *"That the capital of the Company be increased from £1,000 to £1,000,000 by the creation of 999,000 Ordinary shares of £1.00 each ranking pari passu in all respects with the existing Ordinary shares in the capital of the Company."*
2. *"That the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority."*

Passed on: 2 December 2005

The Members:

£1.00 Ordinary shareholders:


Director,
Affinity Petcare SA

