

COMPANY NUMBER 87911

NUFARM LIMITED (the *Company*)

Written Member's Resolution

TUESDAY



In accordance with Chapter 2 of Part 13 of the Companies Act 2006, **WE**, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **CONFIRM** and **AGREE** that the following resolutions 1, 2, and 3 are unanimously passed as ordinary resolutions and resolution 4 is passed as a special resolution (the "**Resolution**") and unanimously **WE RESOLVE**

ORDINARY RESOLUTIONS

1 THAT it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company to enter into the Documents as referred to in the minutes of the meeting of directors of the Company held on 15 March 2011

2 THAT the terms of, and the transactions contemplated by, the execution, delivery and performance by the Company of the Documents as referred to in the minutes of the meeting of the board of directors of the Company held on 15 March 2011, be and are hereby approved, and

3 THAT the Company and the Directors are hereby empowered, authorised and directed to sign the Documents substantially in the form approved by a meeting of the board of directors held on or about the date of these resolutions and are directed to take any action whatsoever, as necessary and appropriate in connection with the negotiation, execution, delivery and performance of the Documents and the transactions contemplated by them

SPECIAL RESOLUTION

4 THAT, with effect from the passing of this resolution, clause 31 of the Articles of Association of the Company shall be amended by inserting the following after the words "on which the company has a lien"

"provided that, notwithstanding anything contained in these articles

- (a) the directors shall not decline to register any transfer of shares where such transfer is executed by or in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) to whom such shares have been charged or mortgaged where such charge or mortgage is outstanding, and

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- (b) the company's lien shall not apply to shares which have been charged by way of security to any bank, institution or other person and which are held by any such bank, institution or other person or any nominee of such bank, institution or other person (or person acting as agent or security trustee of such person)

Dated this 15 March 2011

A handwritten signature in black ink, appearing to read 'P. Williams', is written over a horizontal line.

Director
Peter Williams