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**MINUTES OF THE ANNUAL GENERAL MEETING
OF GOODWOOD FARMS LIMITED
HELD AT GOODWOOD HOUSE, CHICHESTER, WEST SUSSEX, PO18 0PX
ON FRIDAY, 14 JUNE 2002**

Present:

Earl of March (Chairman)
Mr N G H Draffan
Mr R J Knight

In Attendance:

Mr R N Fabricius
Mr A J Houghton
Miss L Nelson (Minutes)

1. IT WAS UNANIMOUSLY RESOLVED that The Earl of March be and is hereby appointed Chairman for the Meeting.
2. The Minutes of the Meeting held on 2 November 2001 WERE APPROVED and signed by the Chairman.
3. The financial statements for the Company for the year ended 31 December 2001, duly audited and approved by the Board of Directors, were laid before the Meeting and IT WAS UNANIMOUSLY RESOLVED by those present and entitled to vote that the financial statements as presented be adopted.
4. In accordance with the Articles of Association The Earl of March retired by rotation and being eligible offered himself for re-election. IT WAS UNANIMOUSLY RESOLVED he be re-elected as a Director of the Company for a further period of office.

5. **Elective Resolution**

IT WAS RESOLVED that pursuant to Section 366A of the Companies Act 1989 the Company hereby elects to dispense with the holding of Annual General Meetings in 2002 and subsequent years until this election is revoked.

6. **Elective Resolution**

IT WAS RESOLVED that pursuant to Section 252 of the Companies Act 1989 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting in 2002 and all subsequent years.

7. **Elective Resolution**

IT WAS RESOLVED that pursuant to Section 386 of the Companies Act 1989 the Company hereby elects to dispense with the obligations to appoint Auditors annually in 2002 and all subsequent years.

8. R J Knight was asked to file the elective resolutions with Companies House as required by Statute.

9. There being no further business the Chairman brought the meeting to a close

I hereby certify this to be a true copy
of the original.

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Robert J Knight
Company Secretary

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Chairman

