

Company Number 1285055

The Companies Act 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

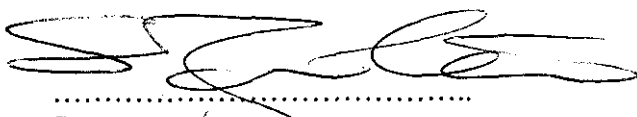
OF DARBY GROUP PLC

Passed on 13th June 2003

AT AN ANNUAL GENERAL MEETING of the above named Company, duly convened and held at 50 Broadway, Westminster, London SW1H 0BL on 13th June 2003 the following ORDINARY RESOLUTION was duly passed:-

ORDINARY RESOLUTION

That the Directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities as defined in section 80(2) of the Act on and subject to such terms as the Directors may determine. The maximum aggregate nominal amount of relevant securities which may be allotted pursuant to this authority shall be £402,270. The authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2004 unless renewed, varied or revoked by the Company in general meeting. The Directors shall be entitled under this authority, to make at any time prior to the expiry of this authority any offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority. This authority shall be in substitution for and supersede and revoke any earlier such authority conferred on the Directors.


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Secretary

Date: 24th JUNE 2003

