

Company Number 1285055

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL 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 SPECIAL RESOLUTION was duly passed:-

SPECIAL RESOLUTION

That the Directors be and are hereby empowered, pursuant to section 95(1) of the Companies Act 1985 ("the Act"), to allot equity securities (as defined in section 94(2) of the Act) pursuant to the general authority conferred by resolution 5 above as if section 89(1) of the Act did not apply to such allotment, save that the Directors be entitled to make any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after the expiry provided that such power shall be limited to:

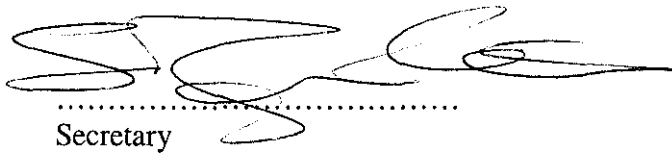
(a) the allotment of equity securities in connection with a rights issue or other issue in favour of the holders of ordinary shares where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held or deemed to be held by them, subject only to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or by virtue of shares being represented by depositary receipts, the requirements of any regulatory body or stock exchange, or any other matter whatsoever; and

(b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities for cash up to an aggregate nominal value of £69,086 (representing approximately 5% of the nominal value of the issued share capital of the Company at the date of this notice),

and shall expire on the date which is 15 months after the date on which this resolution is passed or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2004, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after



such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.



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Secretary

Date: 24th JUNE 2003