

DARBY GROUP PLC

At an Extraordinary General Meeting of Darby Group Plc duly convened and held on 21 July 1995, the following resolution was passed as an ordinary resolution:-

ORDINARY RESOLUTION

THAT:

- (a) the authorised share capital of the Company be and it is hereby increased from £950,000 to £1,784,000 by the creation of an additional 16,680,000 new Ordinary Shares of 5p each to rank *pari passu* in all respects with the existing Ordinary Shares of 5p (save that they will not be entitled to the final dividend of 1.0p (net) which the Directors of the Company are recommending in respect of the year ended 28th February, 1995); and
- (b) the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to exercise all powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £987,642, provided that this authority shall:
 - (i) (unless previously revoked or renewed) expire 5 years from the date of the passing of this resolution; and
 - (ii) allow and enable the Directors of the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities (as defined above) to be allotted after such expiry and the Directors of the Company may allot relevant securities in pursuance of any such offers or agreements up to the maximum amount permitted by this resolution as if the authority conferred hereby had not expired; and
 - (iii) replace the authority conferred upon the Directors of the Company pursuant to Special Resolution 1 passed at the Annual General Meeting of the Company held on 30th June, 1994.



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CHAIRMAN

