

Company no. 01285055

THE COMPANIES ACTS 1985 AND 1989

RESOLUTION

OF

DARBY GROUP PLC

At an extraordinary general meeting of the Company duly convened and held at The Executive Lounge, Glanford Restaurant, Scunthorpe FC Ground, Doncaster Road, Scunthorpe, DN15 8TD on 16th May 2002 the following resolution was duly proposed and passed as a special resolution:

Special resolution

That the share premium account of the Company be reduced by £5,000,000.



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Secretary

16th May 2002

