



DARBY GROUP PLC

THE COMPANIES ACT 1985

(Registered Number: 1285055)

At the **ANNUAL GENERAL MEETING** of the Company held at The Executive Lounge, Glanford Park Restaurant, Scunthorpe United Football Club Ground, Doncaster Road, Scunthorpe DN15 8TD on Thursday, 16th May, 2002, the following resolutions of the type and in the terms specified below were passed by the members of the Company:

ORDINARY RESOLUTION

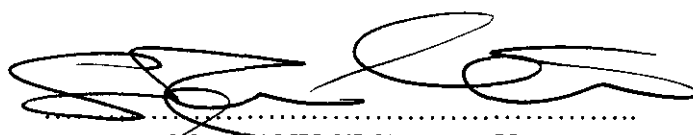
That the directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the company to allot relevant securities as defined in section 80(2) of the Act on and subject to such terms as the directors may determine. 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 2003 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.

SPECIAL RESOLUTIONS

1. 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 6 above as if section 89(1) of the Act did not apply to such allotment, save that the directors be entitled to make at 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 depository receipts, the requirements of any regulatory body or stock exchange, or any other matter whatsoever; and
 - (b) 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 2003, 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.

2. That the directors of the company be authorised to exercise all powers of the company to make market purchases (as defined in section 163(3) of the Act) of its own ordinary shares of 5p each ("ordinary shares") provided that:
- (a) the maximum number of ordinary shares hereby authorised to be purchased is 2,763,458;
 - (b) the minimum price which may be paid for an ordinary share is 5p; and
 - (c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share according to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share purchase is to take place; and
 - (d) the authority conferred shall expire on the earlier of 15th August, 2003, and the date of the 2003 annual general meeting of the company; but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of shares may be made in pursuance of any such contract.



COMPANY SECRETARY

Dated 16th Mar 2002