

Grainfarmers plc, Honey Pot Lane, Colsterworth, Grantham, Lincolnshire NG33 51Y Tel: 01476 862730 Fax: 01476 862796

E-mail: info@grainfarmers.co.uk Web: www.grainfarmers.co.uk

Company Number: 3548572

Special Resolutions

At the Annual General Meeting of the above named company duly convened and held on 29 March 2006, the following resolutions were duly passed as special resolutions:

ORDINARY & SPECIAL RESOLUTIONS To receive, consider and adopt the Company's financial statements and the reports of the directors and of the auditors for the 13 months ended 31 July 2005. To re-elect Andrew Christie-Miller who retires and offers himself for re-election as 2 a) a Farmer Director. To re-elect Simon Browne who retires and offers himself for re-election as a 2 b) Farmer Director. 3 To re-appoint Deloitte & Touche LLP as Auditors to the Company and to authorise the directors to fix their remuneration. To consider and if thought fit pass the following Special Resolution: 4 "That the Articles of Association of the Company be amended with immediate effect so that the existing Article 25 shall be deleted and replaced by the following: 25: The number of Directors (excluding alternate Directors) shall be not less than four nor more than fourteen (or such other number as the Company may by special resolution determine). A minimum of two Directors of the Company shall be Farmer Directors. If for whatever reason the number of Farmer Directors shall fall below that required by this Article, the remaining Directors shall (unless the required minimum shall in the meantime be reached) continue, for a period of up to one month, to be able to act as Directors, but thereafter shall only be entitled to act for the purposes of appointing additional Directors, to ensure that the minimum is reached, or to call a general meeting." To consider and if thought fit pass the following Special Resolution: 5 That the Articles of Association of the Company be amended with immediate effect by the deletion of Article 43(vi) (Limitation on the age of directors) and the replacement of ";or" at the end of Article 43(v) with a full stop."

Miss FHL Mitchell

Company Secretary

#EUSR300U# 3083

COMPANIES HOUSE

27 4162