



GRAINFARMERS PLC

(Registered in England No 03548572)

FRIDAY



Extract from the Minutes of a General Meeting of Grainfarmers plc (the "Company") duly convened, held and constituted on the Wednesday, 22 October 2008 at 12.45 p.m. at Turweston Flight Centre Limited, Turweston Aerodrome, Biddlesden Road, Westbury, Brackley, Northants NN13 5YD.

I hereby certify that at a General Meeting of the Company duly convened and held at Turweston Flight Centre Limited, Turweston Aerodrome, Biddlesden Road, Westbury, Brackley, Northants NN13 5YD on 22 October 2008, the following resolution was duly passed as a SPECIAL RESOLUTION of the Company

SPECIAL RESOLUTION

1 "THAT, for the purpose of giving effect to the Scheme of Arrangement dated 25 September 2008 (a print of which has been produced to the meeting and for the purposes of identification has been signed by the Chairman hereof), in its original form or subject to such modification, addition or condition as is agreed between Grainfarmers plc and Grainfarmers Group Limited and approved or imposed by the Court (the "Scheme")

*Previously
ACTION 12*

(a) the directors of Grainfarmers plc be and they are hereby authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect,

(b) contingently upon the delivery of a copy of the Court order sanctioning the Scheme to the Registrar of Companies in England and Wales and with effect from the Effective Date (as defined in the Scheme)

(i) pursuant to section 53(1)(a) of the Companies Act 1985 (the "1985 Act") Grainfarmers plc be re-registered as a private company,

(ii) the name of Grainfarmers plc be changed

(A) to Openfield Agriculture Limited if the Merger Condition is satisfied on or before the Effective Date, or

(B) to Grainfarmers Limited if the Merger Condition is not satisfied on or before the Effective Date,

(iii) if sub-paragraph (b)(ii)(B) applies and following the Effective Date

(but within two months thereof) the Merger Condition shall be satisfied, the name of Grainfarmers plc be further changed from Grainfarmers Limited to Openfield Agriculture Limited,

- (iv) the Articles of Association of Grainfarmers plc be amended to reflect the new name and by the deletion of Article 4 and its heading "Public Company" and their replacement by the following

"PRIVATE COMPANY"

4 *The Company is a private company limited by shares",*

- (v) pursuant to section 53(2) of the 1985 Act the Memorandum of Association of Grainfarmers plc be altered to reflect the new name and by the replacement of the existing article 3 with the following

"3 *The Company is a private company limited by shares"*

and for the purposes of this sub-paragraph (b) the term the "**Merger Condition**" shall mean the coming into effect the scheme of arrangement for the proposed merger of Centaur Grain Limited with Grainfarmers Group Limited"



Andrew Christie Miller (Chairman)

22 October 2008

Dated