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DARBY NURSERY STOCK LIMITED

METHWOLD

**SPECIAL RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL
MEETING OF THE COMPANY HELD AT OLD FELTWELL ROAD, METHWOLD,
THETFORD, NORFOLK ON 12 APRIL 2005 AT 1.00 PM**

A) The sentence 'The chairman of board shall be elected on an annual basis at the company's AGM ' shall be inserted after the words 'chairman of the meeting.' in regulation 55 of Table A.

B) Regulation 60 of Table A shall no longer apply to the company.

C) The following provision shall be added to the company's Articles numbered 11a:-

'In the case of an equality of votes, whether on a show of hands or on a poll, the relevant professional advisor will be appointed as an arbiter by the board. His role will be to find a resolution to the problem and recommend this to the shareholders.

In the event of an equality of votes on the subsequent consideration of the arbiter's advice his recommendations will be imposed on the company.

In the event of the inability of the board to reach majority agreement on the appointment of the "relevant professional advisor", the arbiter will be appointed by the chairman of the appropriate professional institute as decided by the board. In the event of the inability of the board to reach majority agreement on the appropriate professional institute, the arbiter will be appointed by the chairman of the NFU.'

D) The words '..the chairman shall have a second or casting vote.' shall be replaced with the following in regulation 98 of Table A:-

'..the relevant professional advisor will be appointed as an arbiter by the board. His role will be to find a resolution to the problem and recommend this to the board.

In the event of an equality of votes on the subsequent consideration of the arbiter's advice his recommendations will be imposed on the board.

In the event of the inability of the board to reach majority agreement on the appointment of the "relevant professional advisor", the arbiter will be appointed by the chairman of the appropriate professional institute as decided by the board. In the event of the inability of the board to reach majority agreement on the appropriate professional institute, the arbiter will be appointed by the chairman of the NFU.'

Jane E. Lewis

J E Lewis
Chairman of the Board

19/4/05

Date

