

Company number. 02546637

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

CLUTTON (AGRICULTURAL) LIMITED
("the Company")

Circulation date: 15 July 2010

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006 (the "Act"), the following resolutions are passed as special resolutions of the Company

- 1 That the terms of the proposed agreement to be made between (1) Charles Clutton (the "Seller") and (2) the Company for the acquisition by the Company of 200 ordinary shares of £1 each ("Shares") in the capital of the Company from the Seller for a consideration of £200 and for a simultaneous exchange and completion, which are set out in a draft agreement ("Agreement"), (the Agreement effecting a variation to an agreement dated 8 January 2010 between (1) Charles Clutton (2) Thomas Samuel Clutton (3) Richard Eddie Clutton (4) Ina Clutton and (5) Clutton (Agricultural) Limited which was approved on 8 January 2010 for the purposes of section 694 of the Act (a copy of each of the Agreement and Settlement Agreement having been provided to each of the Company's members for the purposes of section 699 of the Act)), be approved and that the Company be authorised to enter into the Agreement
- 2 That each of the undersigned hereby waives any rights of pre-emption which may exist whether pursuant to the articles of association of the Company or otherwise in relation to the proposed acquisition by the Company of the Shares

The undersigned, being all the persons eligible to vote on the above resolution on the circulation date hereby irrevocably agree to that resolution

Ina Clutton

Date 15.7.2010

Ina Clutton

Richard Eddie Clutton

Date 15.7.2010

Richard Eddie Clutton, in his capacity as a trustee
of the life interest trust in favour of the wife
of Thomas Eddie Clutton



x



Date 15.7.2010

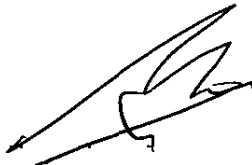
**Thomas Samuel Clutton in his capacity as shareholder
and as a trustee of the life interest trust in favour
of the wife of Thomas Eddie Clutton**



Date 15.7.2010

**Charles Clutton in his capacity as a trustee
of the life interest trust in favour of the wife
of Thomas Eddie Clutton**

y



Date 15.7.2010

**Richard Eddie Clutton in his capacity as a shareholder
acting by his duly authorised attorney, Thomas Samuel Clutton**

- 1 If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by
 - a delivering a signed original copy by hand to Clutton (Agricultural) Limited c/o Mace & Jones, Pall Mall Court, 61-67 King Street, Manchester, M2 4PD, or
 - b by sending a faxed copy to Clutton (Agricultural) Limited c/o Mace & Jones on fax number 0151 243 3418 or 0161 832 8606 For the avoidance of doubt, upon receipt of a faxed copy, this will be irrevocably accepted by the Company However for our records, we do ask you to send the original to Clutton (Agricultural) Limited c/o Mace & Jones, Pall Mall Court, 61-67 King Street, Manchester, M2 4PD
- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless, by 30 July 2010 sufficient agreement has been received for the resolutions to pass, they will lapse If you agree to the resolutions, please ensure that your agreement reaches us before or during this date

- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.