

Company number 00640145

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN SPECIAL RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION
UNDER SECTION 9 OF THE COMPANIES ACT 1985**

of

BRYANTS NURSERIES LIMITED (Company)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**)

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended as follows

- (a) By deleting present Article Number 10 of Part I of the Companies Act 1948 Table A and by adopting a new Article 25 namely

"Subject to the provisions of the Companies Acts 1985 and 2006, the Company may purchase its own shares (including any redeemable shares) and, if at the time it is a private Company, make a payment in respect of any such purchase otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares "

AGREEMENT

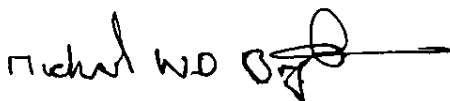
Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on 28th August 2008, hereby irrevocably agrees to the Resolution

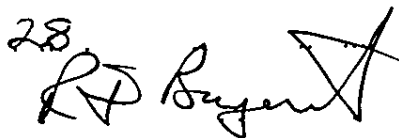
Signed by **CHARLES BRYANT**
Date



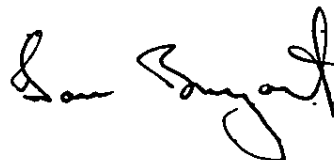
Signed by **MICHAEL WILLIAM DANIEL BRYANT**
Date



Signed by **RICHARD JOHN BRYANT**
Date

28


Signed by **IAN PAUL BRYANT**
Date



SATURDAY



NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Richard Bryant
- **Post** returning the signed copy by post to Richard Bryant, Bryants Nurseries Limited, Water Lane, Bovington, Hertfordshire HP3 0NH
- **Fax** faxing the signed copy marked "For the attention of Richard Bryant"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to Richard@bryantsnurseries.co.uk Please enter "Written resolutions dated 28th August 2008" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 31st August 2008, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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