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COMPANIES HOUSE

Company number 00640145

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION TO APPROVE AN OWN SHARE PURCHASE CONTRACT UNDER SECTION 190 COMPANIES ACT 2006

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 an ordinary resolution (Resolution)

ORDINARY RESOLUTION

THAT the terms of the proposed contract (**Purchase Agreement**), whereby the Company may become entitled and obliged to purchase from Mr I P Bryant 2,500 own ordinary shares of £1 00 each, and of which a copy has been supplied to each member of the Company, be and are hereby approved, and any director of the Company be and is hereby authorised to enter into the Purchase Agreement on behalf of the Company and to fulfil all obligations of the Company hereunder

AGREEMENT

1

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 28 August 2008

Signed by MICHAEL WILLIAM DANIEL BRYANT
Date 28 AUGUST 2008.

Signed by RICHARD JOHN BRYANT Date 25 AND T 2008

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BRY00084/00002 - Written Resolution - OSP - Contract

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,
 Water Lane, Bovingdon, Hertfordshire HP3 0N
 - 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 coluk 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