

Company Number **00640145**

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION TO APPROVE AN OWN SHARE PURCHASE

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 (**Special Resolution**)

SPECIAL RESOLUTIONS

THAT the terms of an agreement between the Company and M W D Bryant (**Seller**) for the purchase by the Company of 127,500 Ordinary Shares of £1 00 each in the capital of the Company as set out in the draft Purchase Agreement produced to the meeting and signed by the Chairman of the meeting for the purposes of identification be approved (**Purchase Agreement**) and the Company be authorised to enter into the Purchase Agreement, and

THAT the payment being made out of distributable profits of the Company to complete the transaction in accordance with the Purchase Agreement be authorised

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 18 July 2012, hereby irrevocably agrees to the Resolution

Signed by **CHARLES BRYANT**
Date


18 July 2012

Signed by **RICHARD JOHN BRYANT**
Date


18 July 2012

Signed by **JEMMA BRYANT**
Date


18 July 2012

THURSDAY



A07 19/07/2012 #335
COMPANIES HOUSE

NOTES:

- 1 If you agree with each of the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and return 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, Bovindon, Hertfordshire HP3 0NH
- **Fax:** faxing the signed copy marked "For the Attention of Richard Bryant"
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to Richard@bryantsnurseries.co.uk Please enter "Written Resolutions Dated 18 July 2012" in the email subject box

If you do not agree to the Resolutions, 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 each of the Resolutions, you may not revoke your agreement
- 3 Unless by 18 July 2012, sufficient agreement has been received for each of the Resolutions to pass, each of them 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

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 M W D Bryant 127,500 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


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 18 July 2012, hereby irrevocably agrees to the Resolution

Signed by **CHARLES BRYANT**
Date


18 July 2012

Signed by **RICHARD JOHN
BRYANT**
Date


18 July 2012

Signed by **JEMMA BRYANT**
Date


18 July 2012

THURSDAY

A07

19/07/2012
COMPANIES HOUSE

#336

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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, Bovington, 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.co.uk Please enter "Written resolutions dated 18 July 2012" 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 18 July 2012, 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