

**BRYANTS NURSERIES LIMITED**  
(the "Company")

Company No:  
00640145

Passed:  
17 August 2012



The Companies Acts 2006

At a general meeting of the above-named Company duly convened and held at Bryants Nurseries Limited, Water Lane, Bovington, Hemel Hempstead, Hertfordshire, HP3 0NA on Friday, 17 August 2012 the following resolutions were duly passed as special resolutions

**Special Resolutions**

1. *That 127,500 issued Ordinary shares of £1.00 each in the capital of the Company be re-designated as 127,500 Ordinary-A shares of £1.00 as detailed below: such £1.00 Ordinary-A shares shall have the rights and restrictions as set out in the attached appendix, for the purposes of identification, has been initialled by the chairman:*

<u>Number of Shares</u>	<u>Registered in the Name of</u>
127,500	Charles Bryant

2. *That 102,000 issued Ordinary shares of £1.00 each in the capital of the Company be re-designated as 102,000 Ordinary-B shares of £1.00 as detailed below: such £1.00 Ordinary-B shares shall have the rights and restrictions as set out in the attached appendix, for the purposes of identification, has been initialled by the chairman:*

<u>Number of Shares</u>	<u>Registered in the Name of</u>
102,000	Richard John Bryant

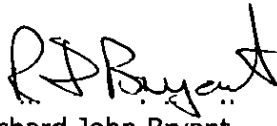
3. *That 25,500 issued Ordinary shares of £1.00 each in the capital of the Company be re-designated as 25,500 Ordinary-C shares of £1.00 as detailed below: such £1.00 Ordinary-C shares shall have the rights and restrictions as set out in the attached appendix which, for the purposes of identification, has been initialled by the chairman:*

<u>Number of Shares</u>	<u>Registered in the Name of</u>
25,500	Jemma Bryant

4. "That the articles of association of the Company be amended by inserting therein the attached appendix as a new article 5 and renumbering the remaining articles accordingly."

By Order Of The Board, dated

28/8/12

A handwritten signature in black ink, appearing to read 'R J Bryant', with a stylized flourish at the end.

Richard John Bryant  
Secretary