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Company No. 00662286

WEDNESDAY



THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
WYEVALE GARDEN CENTRES LIMITED
(Company)

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**), Wyevalde Garden Centres Holdings Limited, being the sole eligible member (as defined by section 289 CA 2006) of the Company, signifies its agreement to and passes the following written resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. That the share capital of the Company be reduced from £150,006,450, divided into 150,006,450 ordinary shares of £1.00 each (of which all are fully paid), to £1.00, divided into 1 ordinary share of £1.00, by cancelling in full 150,006,449 of the existing 150,006,450 issued and fully paid ordinary shares.
2. That the share premium account of the Company be cancelled.

Signature: *Anthony Jones*

Name: *Anthony Jones*

Director, for and on behalf of
Wyevalde Garden Centres Holdings Limited

Date: *30/10/* 2019