

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

GROSVENOR GARDEN CENTRE LIMITED

Company Number 1391377

(the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

That

- (A) the articles of association attached hereto and marked "A" for the purposes of identification (the "**Articles**") be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company,
- (B) following the adoption of the Articles pursuant to paragraph (A) above, the amount standing to the credit of the Share Premium Account of the Company as at the date on which this resolution is passed be cancelled and extinguished (the "**Share Premium Cancellation**"), and
- (C) following the Share Premium Cancellation pursuant to paragraph (B) above, the share capital of the Company be reduced from £4,465,000 to £1,000,000 by cancelling and extinguishing 3,465,000 ordinary shares of £1 each

By order of the board



Director/Secretary

10/2/2010

Date

TUESDAY



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LD1

23/02/2010

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COMPANIES HOUSE

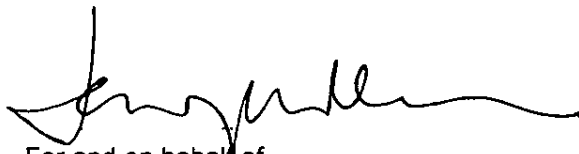
INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolution is 10 February 2010 (the "**Circulation Date**")
- 3 The procedure for signifying agreement by eligible members to a written resolution is as follows
 - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his/her/its agreement to the resolution,
 - (B) the document must be sent to the Company in hard copy form or in electronic form,
 - (C) a member's agreement to a written resolution, once signified, may not be revoked, and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 The period for agreeing to the written resolution is the period of 15 days beginning with the Circulation Date

AGREEMENT BY ELIGIBLE MEMBER(S) TO WRITTEN RESOLUTIONS

We, being the sole eligible member of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution be passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution



For and on behalf of
Deva Group Limited

17 February 2010

Date