

**COUNTRY GARDENS LIMITED**

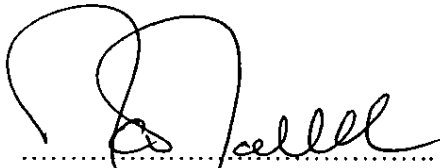
**(Registered in England and Wales under company number 01750654)**

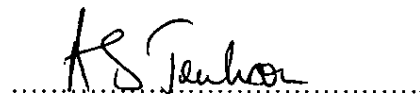
**STATEMENT MADE IN ACCORDANCE WITH SECTION 644(S) OF THE COMPANIES  
ACT 2006**


**Dated: 19 November 2009**

We, the undersigned, being all the directors of Country Gardens Limited (the "Company") refer to the attached written resolution of the Company passed on 19 November 2009 (the "Resolution Date") and confirm that the Solvency Statement made by us on 19 November 2009, a copy of which is attached to this statement:

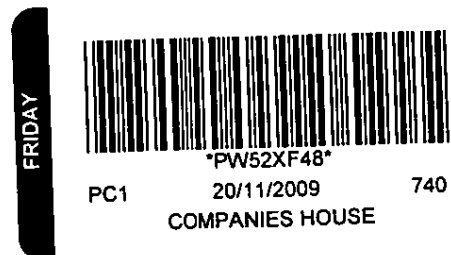
- (a) was made no more than 15 days before the Resolution Date; and
- (b) has been provided to members of the Company in accordance with Section 642(2) of the Companies Act 2006.

  
.....  
Nicholas Charles Gilmour Marshall

  
.....  
Antonia Scarlett Jenkinson

  
.....  
David Julian Pierpoint

  
.....  
Richard Leon Kozlowski



**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**COUNTRY GARDENS LIMITED (the "Company")**

**(Registered in England and Wales under company number 01750654)**

**Circulation Date: 19 November 2009**

We, the undersigned, being the sole member of the Company entitled to vote on the following resolutions on the Circulation Date, hereby agree to the following special resolutions set out in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

**Special Resolution**

**1 REDUCTION OF THE SHARE PREMIUM ACCOUNT**

That, subject to the passing of this resolution within 15 days of the date of the solvency statement annexed hereto, the capital of the Company be reduced by reducing the share premium account of the Company from £22,014,876.00 to £0 (the "**Share Premium Reduction**") and the share premium account is hereby cancelled. The Share Premium Reduction shall be effected upon the terms that no part of the reserves so arising shall be paid to the members of the Company by way of repayment of capital but shall be credited to the reserves of the Company and shall, subject to the provisions of the Companies Act 2006, form part of the profits of the Company.

**Special Resolution**

**2 REDUCTION OF THE SHARE CAPITAL ACCOUNT**

That, subject to the passing of this resolution within 15 days of the date of the solvency statement annexed hereto, the capital of the Company be reduced by reducing the share capital account of the Company from £7,278,983.50 to £0.50 (the "**Share Capital Reduction**") by the cancellation of 29,115,932 ordinary shares of £0.25 each in the capital of the Company. The Share Capital Reduction shall be effected upon the terms that no part of the reserves so arising shall be paid to the members of the Company by way of repayment of capital but shall be credited to the reserves of the Company and shall, subject to the provisions of the Companies Act 2006, form part of the profits of the Company.



.....  
**Duly authorised for The Garden Centre Group Holdings Limited**

**Date of agreement to resolution: 19 November 2009**

## ACCOMPANYING STATEMENT TO PROPOSED WRITTEN RESOLUTION

The directors of Country Gardens Limited have proposed that the attached written resolution be passed as special resolutions by members pursuant to section 288 of the Companies Act 2006.

### How to agree to these resolutions

You can choose to signify your agreement to the proposed written resolution by signing and dating the attached resolution and returning it to the Company using one of the following methods:

- (a) **By hand:** by delivery to Country Gardens Limited, c/o The Garden Centre Group Holdings Limited, 258 Bath Road, Slough, Berkshire, England, SL1 4DX.
- (b) **By post:** by posting it to Country Gardens Limited, c/o The Garden Centre Group Holdings Limited, 258 Bath Road, Slough, Berkshire, England, SL1 4DX.
- (c) **By fax:** by faxing it to Country Gardens Limited marked "For the attention of Antonia Jenkinson".

If you do not agree to the written resolution you do not need to do anything. You will not be deemed to agree if you fail to respond.

### What is the deadline for confirming agreement

The attached written resolution must be passed by 16 December 2009 and, if you agree to the resolution contained therein, you must ensure that your agreement reaches us before or on that date by complying with the steps set out above. If not passed by that date, the written resolution will lapse and the agreement of any member signified after that date will be ineffective. If you do not agree to the resolution, you do not need to do anything. Once you have given your agreement in accordance with the steps set out above, you may not revoke such agreement.

### Joint Holders

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.

### Powers of Attorney

If you are signing this document on behalf of a person under a power of attorney or other authority you must send a copy of the relevant power of attorney when returning this document.

**COUNTRY GARDENS LIMITED**

**(Registered in England and Wales under company number 01750654)**

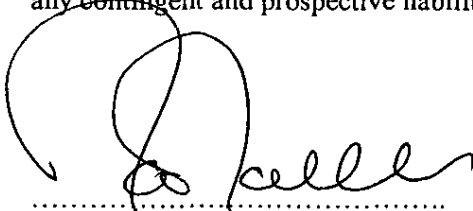
**SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 MADE  
FOR THE PURPOSES OF SECTION 642 OF THE COMPANIES ACT 2006**

**DATED: 19 November 2009**

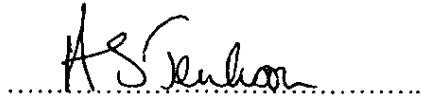
We, the undersigned, being all the directors of Country Gardens Limited (the "**Company**") as at the date of this statement have formed the opinion that:

- (a) as at the date of this statement there are no grounds on which the Company could be found to be unable to pay (or otherwise discharge) its debts; and
- (b) the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

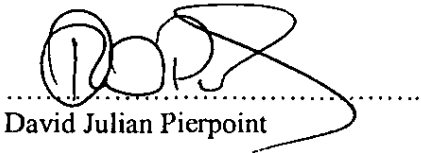
In forming the above opinion, we have taken into account all of the Company's liabilities (including any contingent and prospective liabilities).



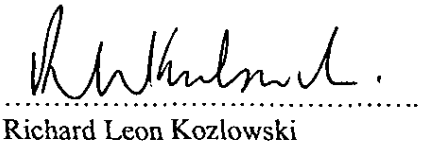
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