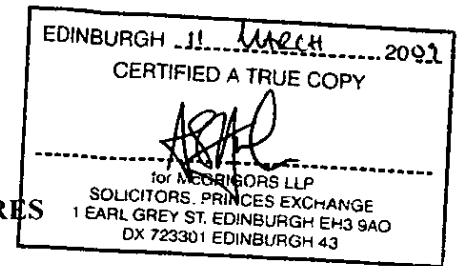


3659183

Number of Company: 03659183



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTIONS

OF

BLOOMS OF BRESSINGHAM LIMITED

CIRCULATION DATE: 24 FEBRUARY 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolutions are passed as Special Resolutions:

- 1 **THAT** the Company is hereby authorised and empowered to enter into the documents listed at appendix 1 hereto and the Directors are hereby authorised to execute, deliver and implement such finance and security documents on behalf of the Company.
- 2 **THAT** the giving of the guarantee and granting of security by the Company is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially on the terms set out in the Documents (as defined in appendix 1 hereto) will promote the success of the Company for the benefit of the members as a whole.
- 3 **THAT** the Company's Articles shall hereby be amended by the insertion of a new Article 5A with the following wording:

" 5A Notwithstanding regulation 24 in Table A or any other provision of these Articles or Table A, the directors shall not decline to register, nor suspend registration of any transfer of shares, whether or not fully paid, and existing members of the Company shall have no pre-emption rights in relation to shares in the Company that are to be transferred, where such transfer is:-


- (i) in favour of any bank, institution or person (or any agent or nominee or nominees of such a bank, institution or person) to whom such shares are being transferred by way of security;
- (ii) executed by any bank, institution or person (or any nominee or nominees of such bank, institution or person) to whom such shares have been transferred pursuant to a power of sale under such security, or
- (iii) is delivered to the Company for registration in order to perfect or protect any security interest of such bank, institution or person over these shares,

and a certificate by any duly authorised representative of such bank, institution or person (or any nominee or nominees of such bank, institution or person) that such shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.

Any lien on shares which the Company has pursuant to Article 3 or regulation 8 in Table A or any other provision of these Articles or Table A shall not apply in respect of any shares which have been charged by way of security to a bank, institution or other person or subsidiary thereof."

We, the undersigned, being all the members entitled to vote on the above Resolutions on the Circulation Date hereby signify our agreement to the proposed Special Resolutions in accordance with Section 296 of the Companies Act 2006.

For and on behalf of Blooms of Bressingham Holdings Limited

 Director

Date 24/02/09

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 McGrigors LLP, Pacific House, 70 Wellington Street, Glasgow, G2 6SB

Post: returning the signed copy by post to McGrigors LLP, Pacific House, 70 Wellington Street, Glasgow, G2 6SB.

Fax: faxing the signed copy to 0131 777 7003 marked "For the attention of Sian Humphries".

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 24 MARCH 2009, 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.

APPENDIX 1

- 1 The amendment agreement (the **Hortis Amendment Agreement**) between, amongst others, West Coast Capital (Hortis) Group Limited, West Coast Capital (Hortis) Limited, the Company and Bank of Scotland plc, as lender, agent and security agent in relation to and attaching as amended by the terms of the Hortis Amendment Agreement, the Hortis Facility Agreement.
 - 2 The amendment agreement (the **Wyevale Amendment Agreement**) between, amongst others, Wyevale Acquisitions Borrower Limited and Bank of Scotland plc as lender, agent and security agent in relation to and attaching, as amended by the Wyevale Amendment Agreement, the Wyevale Facility Agreement.
 - 3 The English law deed of guarantee (the **Guarantee**).
 - 4 The English law security agreement which contains a share charge over the Company's shareholding in Blooms Garden Centres Limited (the **English Security Agreement**).
 - 5 The intercreditor agreement (the **Intercreditor Agreement**),
- the documents listed at 1 to 5 above being together the **Documents** and each a **Document**.

Definitions

In this Appendix:

"Hortis Facility Agreement" means a £389,500,000 (reduced to £382,894,000) credit agreement, originally dated 20 April 2006, between (among others) West Coast Capital (Hortis) Group Limited and the Bank of Scotland plc (**BoS**) as agent and lender (as amended by a first supplemental agreement dated 12 February 2007, a second supplemental agreement dated 29 May 2007, a third supplemental agreement dated 1 August 2007, an amendment letter dated 7 February 2008, an amendment letter dated 31 July 2008, an amendment letter dated 5 September 2008 and an amendment letter dated 25 November 2008); and

"Wyevale Facility Agreement" means an £80,000,000 (reduced to £52,480,000) term and revolving credit facility dated 30 August 2007 and made between (among others) Wyevale Acquisitions Borrower Limited and BoS (as amended by an amendment letter dated 31 July 2008 and an amendment letter dated 25 November 2008 and as amended from time to time).