

Angela Flowers Galleries Plc
(1001138)

ORDINARY RESOLUTIONS

THAT:-



1. The authorised share capital of the Company be increased from £1,000,000 to £1,500,000 by the creation of 3,333,333 new ordinary shares of 15 pence each ranking pari passu in all respects with the existing ordinary shares of 15p each in the capital of the Company.
2. The directors be and they are hereby generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to a maximum aggregate nominal amount equal to the amount of the authorised but unissued share capital of the Company as at the date of this Resolution such authority being in substitution for any existing authority granted to the directors pursuant to section 80 of the Companies Act 1985

PROVIDED THAT this authority (unless previously revoked or varied by the Company in General Meeting) shall expire at the conclusion of the Annual General Meeting to be held in 2004 save that the Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

3. In substitution for all existing authorities the Directors be generally empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (as defined in section 94(2) of the Companies Act 1985) for cash pursuant to the authority conferred by resolution 2 above as if section 89(1) of the Companies Act 1985 did not apply to such allotment, provided that this power shall be limited to:-

- (a) the issue of up to 2,719,398 Ordinary Shares of 15 pence each pursuant to the Offers as described in the Company's Prospectus dated 16 December 2003;
- (b) the allotment of equity securities in connection with a rights issue or other pre-emptive shares issue in favour of the holders of ordinary shares in the capital of the Company where the equity securities respectively attributable to the interests of all the holders of ordinary shares are proportionate (as nearly as may be) to the respective number of ordinary shares held by them but subject to such exclusions or arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements arising or any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or exchange or otherwise; and
- (c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities for cash up to an aggregate nominal amount of £63,290

AND this power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2004 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

Dated: 15th January 2004
~~16 December 2003~~

BY ORDER OF THE BOARD

T. Sole

SECRETARY

CHAIRMAN

Angela Flowers

[Handwritten Signature]