

**Company Number 01001138**  
**Angela Flowers Gallery plc ("the Company")**

At an annual general meeting of the above named Company held on 14 July 2010, the following resolutions were passed as ordinary and special resolutions of the Company

**Ordinary Resolution**

- 1.1 **THAT** the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 550 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot, grant options over, alter or otherwise deal with or dispose of any relevant securities (as defined in Section 551 of the Act) ("Relevant Securities") to such persons, at such times and generally on such terms and conditions as the Directors may determine during the period commencing on the date of the passing of this Resolution and expiring, unless previously renewed, revoked or varied by the Company in general meeting, on the fifth anniversary of the passing of this resolution and so that all previous unexercised authorities of the Directors pursuant to Section 550 of the Act be and are hereby revoked PROVIDED THAT the nominal value of relevant securities allotted pursuant to this authority shall not exceed an aggregate nominal amount of £456,907 05
- 1 2 **THAT** the Directors be entitled under the authority conferred by Section 550(7) of the Act and paragraph 4 1 of this Resolution to make, at any time prior to the expiry of such authority, any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority

**Special Resolutions**

- 2 **THAT** subject to passing of Resolution 1 above and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) ("Equity Securities") pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that that this power shall

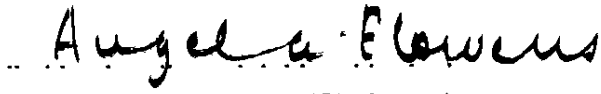
2 2 be limited to the allotment of equity securities up to an aggregate nominal amount of £456,907 05 , and



2 3 be exercisable during the period commencing on the date of the passing of this resolution and ending (unless previously renewed, revoked or varied by the Company in general meeting) on the fifth anniversary of the passing of this resolution save that the Directors may, before the expiry of the period referred to in this resolution, make an offer or agreement which would or might require Equity Securities to be allotted after such expiry and the Directors may allot Equity Securities in pursuance of such offer or agreement as if the power conferred hereby had not expired and provided that any authority to allot shall be in substitution for and supersede or revoke any earlier such authority conferred on the Directors to the extent unutilised

- 3 THAT the Company be re-registered as a private limited company pursuant to section 97 of the Companies Act 2006 with the name "Angela Flowers Gallery Limited" and the articles of association of the company be amended to show this

2010

  
(Chairman)

**Angela Flowers plc**