

MATLOCK GARDEN, WATERLIFE AND PET CENTRE LIMITED
(the "Company")

Company number: 01413241

WRITTEN RESOLUTION OF THE COMPANY

Circulation date: 19 May 2008

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 (Special Resolutions)

SPECIAL RESOLUTIONS

- 1 That, subject to compliance with sections 155 to 158 of the Companies Act 1985, the giving of financial assistance by the Company to Blue Diamond Limited, a company registered in Guernsey with number 12307 and registered office La Villiaze, St Saviours, Guernsey Channel Islands, GY1 3XA, for the purpose of acquiring shares in MGCL Limited (Company Number 06454018) within the meaning of section 152 of the Companies Act 1985 and the terms and arrangements contemplated by the execution, delivery and performance by the Company of the following documents be approved
 - (a) Legal Charge of Matlock Garden Centre to National Westminster Bank PLC ("NatWest")
 - (b) Legal Charge of Matlock Garden Centre to Royal Bank of Scotland International trading as NatWest ("RBSI")
 - (c) Legal Charge of Land at Alfreton Road, Little Eaton, Derbyshire in favour of NatWest
 - (d) Legal Charge of Land at Alfreton Road, Little Eaton, Derbyshire in favour of RBSI
 - (e) Cross Guarantee in favour of NatWest
 - (f) Cross Guarantee in favour of RBSI

(Finance Documents)

- 2 That the approval for the Company to enter into the Finance Documents be given notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985



AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, a person entitled to vote on the above resolutions on the Circulation date referred to above, having been supplied with a copy of the statutory declaration made pursuant to section 155 of the Companies Act 1985 and the auditors' report annexed thereto, hereby irrevocably agrees to the Special Resolutions

 MGC L
For and on behalf of ~~Matlock Garden, Waterlife and Pet Centre~~ Limited

NOTES

1 You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, 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 Fasken Martineau Stringer Saul LLP of 4th Floor, 17 Hanover Square, London W1S 1HU (reference BEG/269187 00015)
- **Post** returning the signed copy by post to the above address
- **Fax** faxing the signed copy to 0207 917 8500 marked "For the attention of BEG"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [E-bgallen@fasken.co.uk]. Please enter "Written resolutions" in the e-mail subject box

If you do not agree to all of the resolutions, 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 resolutions, you may not revoke your agreement

3 Unless sufficient agreement has been received for the resolutions to pass within 28 days of the circulation date referred to above, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date

4 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

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