

Company No: 02044770

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

JAMES SMITH (SCOTLAND NURSERIES) LIMITED (the "Company")

Circulated on 19 December 2019 (the "Circulation Date")

We, being the eligible member of the Company entitled to attend and vote at a General Meeting of the Company, hereby pass the following resolutions of the Company pursuant to chapter 2 of part 12 of the Companies Act 2006 (as amended) and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed as a General Meeting of the Company duly convened.

ORDINARY RESOLUTION

THAT a debenture to be executed as a deed by, amongst others, the Company (as chargor) in favour of Hillview Garden Centres Limited (as noteholder) ("**Noteholder**") under which the Company would:

1. grant security over its rights, undertaking, property and assets including James Smith (Scotland Nurseries) Ltd, Tansley, Matlock, Derbyshire, DE4 5GF with Land Registry title number DY398293 as security for loan notes of £10,000,000 ("**Loan Notes**") issued by its shareholder, BGC South Ltd ("**Shareholder**"), to the Noteholder; and
2. guarantee the obligations of the Shareholder in respect of the Loan Notes.

SPECIAL RESOLUTION

3. **THAT** the articles of association of the Company be amended by inserting a new Article at the end of the articles of association as follows:

"Notwithstanding anything contained in these Articles, the Directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:

*(i) to a bank, institution or other person to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks, institutions or persons or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security;*

(ii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security; or

(iii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles:

(i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or to its nominee;

(ii) no Secured Institution or its nominee; and

(iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer the shares which are or are to be the subject of any such transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or not."

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4. **THAT** the existing articles of association shall be renumbered accordingly.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution.

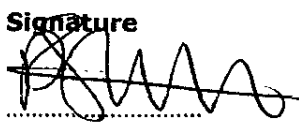
We, the undersigned, being the entity entitled to vote on the above resolution, irrevocably agree to such resolution and hereby resolve that the above resolution is approved and passed:

Name of Shareholder

Phillippa Stubbs

For and on behalf of BGC
South Ltd

Signature

A handwritten signature in black ink, appearing to be 'P Stubbs', written over a dotted line.

Date of Signature

19 December 2019

NOTES

1. Shareholders who wish to agree to such resolution should signify their agreement by signing and returning this document to the Company's registered office.
2. 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.
3. If sufficient agreement is not received by 19 December 2019 then this resolution will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolution, please ensure your agreement reaches us before that date.
4. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
5. 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.
6. 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.