

No. 2468741

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS**

of

**Scott's (G.C.) Limited**

(Effective 1 August 1995)

The following resolutions were duly agreed to by the members of the Company in accordance with section 381A of the Companies Act 1985 as Ordinary resolutions (in the case of resolutions 1 and 2) and special resolutions (in the case of resolution 3).

ORDINARY RESOLUTIONS


1. THAT the authorised share capital of the Company be increased from £25,000 to £17,025,000 by the creation of 17,000,000 new ordinary shares of £1 each, such shares to form one class with the existing ordinary shares of the Company.
2. THAT for the purposes of section 80 of the Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):
  - (i) the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £17,000,000 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution;
  - (ii) the Company be and is authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution;

so that all previous authorities of the Directors pursuant to the said section 80 be and they are hereby revoked.



SPECIAL RESOLUTION

3. THAT in accordance with section 95 of the Companies Act 1985 ("the Act") the Directors be and are empowered to allot equity securities (as defined in sub-section (2) of section 94 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) up to a maximum nominal value of £17,000,000 as if sub-section (1) of section 89 of the Act did not apply at any time or times.

  
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Director