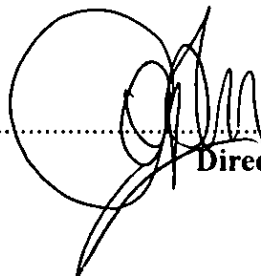


Company Number: 02701780

**THE COMPANIES ACT 2006
PRIVATE COMPANY
LIMITED BY SHARES
WRITTEN RESOLUTION
OF
DAVID AUSTIN ROSES LIMITED
(the "Company")**

On *18th February 2009* the following resolution was duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

THAT the terms of the proposed contract, whereby the Company may become entitled and obliged to purchase from the estate of the Late Patricia Josephine Austin 2,280 of its own ordinary shares of £1 each for a total of £2,000,000, and a copy of which has been supplied to each member of the Company, be and is hereby approved and any director of the Company be and is hereby authorised to enter into the contract on behalf of the Company and to fulfil all obligations of the Company thereunder.


.....
Director

THURSDAY



AWG297IM

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19/02/2009

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COMPANIES HOUSE