

Company No: 3368265

**COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**WRITTEN SPECIAL RESOLUTIONS OF**

**FLOWERS DIRECT LIMITED**

Passed on 13 November 2000



We, being all of the members of the Company entitled to receive notice and vote pass the following resolutions as written special resolutions pursuant to S381A Companies Act 1985

**SPECIAL RESOLUTIONS**

THAT:

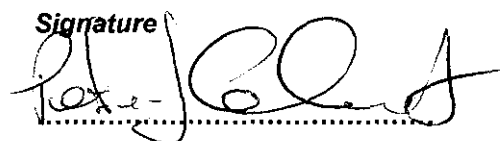
1. The directors be generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot and issue up to 349,310 Ordinary Shares of £1 each within five years of the date of this resolution (on the expiration of which this authority shall expire) and the directors shall have the power to exercise the authority hereby conferred upon them to allot such shares to such persons and on such conditions as they may in their discretion determine as if Section 89(1) of the Companies Act 1985 did not apply thereto.
2. The 25,440 Cumulative Participating Preferred Ordinary Shares of £1 each in the capital of the Company which at the time of the passing of this resolution are in issue be and are hereby converted into 25,440 Ordinary Shares of £1 each ranking equally with the Ordinary Shares of £1 each having the rights (including for distributions) and being subject to the restrictions attaching thereto under the new articles of association of the Company adopted pursuant to paragraph (4) of these resolutions.
3. That upon the recommendation of the directors the sum of £94,310 being part of the balance now standing to the credit of the Company's reserves be capitalised and that such sum be set free for distribution to Peter Calvert and Peter Tomlin and that such sum be applied in paying up in full at par 94,310 un-issued Ordinary Shares of £1 each in the capital of the Company such new Ordinary Shares to be allotted and distributed credited as fully paid up to and amongst such persons in the proportion of 1 new Ordinary Share of £1 for each existing Ordinary Share of £1 each held by them immediately prior to the passing of this resolution.

4. Clause 3 of the Memorandum of Association of the Company be amended by the addition of the following new sub-clauses.

- '(t) to provide or establish, manage, act as trustee of and fund any trust, scheme, society, company or fund to provide benefits for or to the directors, employees and former directors and employees of the company or any company which is the company's holding company or a subsidiary of the company's holding company or a subsidiary of the company or any company, firm or business in which the company may be in any way interest and their spouses and dependants including in particular any pension funds or schemes, employees' share schemes, profit sharing schemes, employees' trusts, sports, educational or leisure facilities and training or retraining schemes.
- (u) To grant options over the company's ordinary share capital to any other company.'

**Member**

**Peter Calvert**

**Signature**  
  
.....

**Peter Tomlinson**

.....

For and on behalf of

**UK Steel Enterprise Limited**

.....

(as the registered holder of Cumulative

Participating Preferred Ordinary

Shares and Cumulative

Redeemable Preference Shares)

For and on behalf of

**The Second HSBC UK Enterprise**

**Fund for the North East**

.....

(as the registered holder of Cumulative

Participating Preferred Ordinary

Shares and Cumulative

Redeemable Preference Shares)

**Member**

Peter Calvert

Peter Tomlinson

pe

**Signature**

.....  
P. Tomlinson

For and on behalf of

**UK Steel Enterprise Limited**

(as the registered holder of Cumulative  
Participating Preferred Ordinary  
Shares and Cumulative  
Redeemable Preference Shares)

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For and on behalf of

**The Second HSBC UK Enterprise  
Fund for the North East**

(as the registered holder of Cumulative  
Participating Preferred Ordinary  
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**Member**

**Signature**

**Peter Calvert**

.....

**Peter Tomlinson**

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For and on behalf of

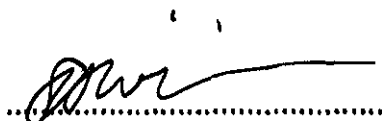
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