

## Return of Allotment of Shares

*Please complete in typescript,  
or in bold black capitals.*

CHFP010

**Company Number**

3473956

**Company Name in full**

Scotts Holdings Limited

### Shares allotted (including bonus shares):

Date or period during which shares  
were allotted

(if shares were allotted on one date enter that  
date in the "from" box)

From

Day	Month	Year
26	09	2006

To

Day	Month	Year

Class of shares

(ordinary or preference etc)

ORDINARY £1

Number allotted

25,000,000

Nominal value of each share

£1.00

Amount (if any) paid or due on each  
share (including any share premium)

£1.00

**List the names and addresses of the allottees and the number of shares allotted to each overleaf**

**If the allotted shares are fully or partly paid up otherwise than in cash please state:**

% that each share is to be treated as  
paid up

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Consideration for which the shares  
were allotted

(This information must be supported by the duly  
stamped contract or by the duly stamped particulars  
on Form 88(3) if the contract is not in writing)

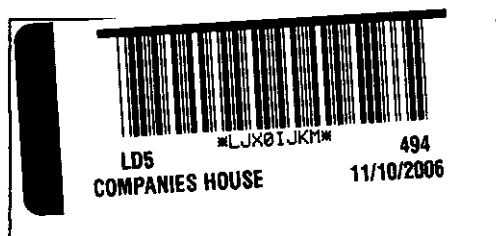

**When you have completed and signed the form send it to  
the Registrar of Companies at:**

**Companies House, Crown Way, Cardiff, CF14 3UZ**  
For companies registered in England and Wales

**DX 33050 Cardiff**

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
For companies registered in Scotland

**DX 235 Edinburgh**



# Names and addresses of the allottees (List joint share allotments consecutively)

Company No 3473956

Shareholder details		Shares and share class allotted	
<b>Name</b> Scotts-Sierra Investments Inc		<b>Class of shares allotted</b> £1.00 ORDINARY £1	<b>Number allotted</b> 25,000,000
<b>Address</b> 824 Market Street Mall, Suite 102/A, Wilmington DE, United States			
<b>UK postcode</b>   19801			
<b>Name</b>  		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b>  			
<b>UK postcode</b>			
<b>Name</b>  		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b>  			
<b>UK postcode</b>			
<b>Name</b>  		<b>Class of shares allotted</b>	<b>Number allotted</b>
<b>Address</b>  			
<b>UK postcode</b>			

Please enter the number of continuation sheets (if any) attached to this form

For and on behalf of  
**CLIFFORD CHANCE SECRETARIES LIMITED**

Signed

*[Signature]*  
 Authorised Signatory

Date

0  
 10/10/2006

~~As director / secretary / administrator / authorised signatory / receiver / receiver manager / receiver~~

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Clifford Chance Secretaries Limited, 10 Upper Bank	
Street, London, E14 5JJ	
Tel	Tel: 020 7006 1000
	Fax: 020 7006 5000
DX number	DX exchange

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