

Company No. 3473956

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SCOTTS HOLDINGS LIMITED (the "Company")

MONDAY



LD4

L22HSOMI

18/02/2013

#110

COMPANIES HOUSE

Circulation date 12 February 2013

The directors of the Company propose that the following written resolution ("Resolution") be passed as ordinary resolution of the Company pursuant to Part 13, Chapter 2 Companies Act 2006

ORDINARY RESOLUTION

THAT, the directors be generally and unconditionally authorised, pursuant to s550 Companies Act 2006, to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £80,000,000 provided that this authority be valid from the date of the passing of this resolution for a period not exceeding five years (unless previously renewed, varied or revoked by the Company) but the Company may make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement.

This authority is in substitution for all previous authorities conferred on the directors in accordance with s80 Companies Act 1985

Members are advised to read the Notes accompanying this Resolution before signifying their agreement to the Resolution

The undersigned, being a member of the Company entitled to vote on the Resolution as at 12 February 2013, agrees to the Resolution

For and on behalf of
SCOTTS-SIERRA INVESTMENTS INC

Authorised Signatory

Date 12 February 2013

NOTES:

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where Indicated above and returning it to the Company using one of the following methods
 - By Hand/Courier delivering the signed copy to any officer of the Company
 - Post returning the signed copy by post to the Directors at Salisbury House, Weyside Park, Cateshall Lane, Godalming, Surrey, GU7 1XE
 - E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Kathy Uttley@scotts.com Please enter "Written resolutions dated 22 February 2013" in the e mail subject box

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
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Your signed agreement to the Resolution must be received by the Company no later than 28 days after the circulation date indicated above If the Resolution is not passed by that date, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 4 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