

Company No.: 3473956

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SCOTTS HOLDINGS LIMITED (the "Company")

Circulation date: 31 JANUARY 2019

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 s551 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 value of £20 provided that this authority be valid from the date of the passing of this resolution for a period not exceeding one month (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.

THAT, this authority is in substitution for all previous authorities conferred on the directors in accordance with s80 Companies Act 1985.

The undersigned, being a sole Member of the Company entitled to vote on the Resolution as at its Circulation date, agrees to the Resolution.

For and on behalf of
SCOTTS-SIERRA INVESTMENTS LLC



Authorised Signatory

Date: 31 JANUARY 2019

MONDAY



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