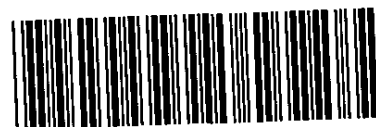


TUESDAY



LD1 *L8BASG7F* 06/08/2019 #90
COMPANIES HOUSE

Company No. 3473956

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SCOTTS HOLDINGS LIMITED
(the "Company")

Circulation date: 1 August 2019

We, being the sole shareholder of the Company who, at the circulation date of this resolution, would have been entitled to vote on the resolution, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution which has been proposed as a Special Resolution:


SPECIAL RESOLUTION

THAT, the existing Issued share capital of the Company be reduced to GBP 1.00. by cancelling and extinguishing 105,000,125 Ordinary Shares of GBP 1.00 each.

THAT, the Company's share premium account be reduced to nil.

THAT, the sums arising upon the reduction of the issued share capital and share premium account be credited to a distributable reserve.

For and on behalf of
SCOTT-SIERRA INVESTMENTS LLC


Authorised Signatory

Date:1..... August 2019

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 the Company's registered office address.
 - E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Kathy.Uttley@scotts.com.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 15 days after the circulation date indicated above. If the Resolution is not passed by that date, it will lapse.
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.