

PRIVATE COMPANY LIMITED BY SHARE

COPY WRITTEN RESOLUTION

of

BLOOMS OF BRESSINGHAM LIMITED (the "Company")

(Registered in England and Wales under company number 03659183)

Dated: 19 November 2009

The following written resolution was passed as a special resolution by the requisite majority of eligible members in accordance with Chapter 2 and 3 of Part 13 of the Companies Act 2006.

**Special Resolution**

"THAT

- 1 Subject always to the provisions of the Companies Act 2006 (the "Act"), the board of directors of the Company (the "**Board**") from time to time may authorise any matter which would, if not so authorised, result in a director of the Company (a "**Director**") infringing his duty under section 175 of the Act to avoid a situation in which he has, or can have a direct or indirect interest that conflicts or possibly may conflict with the interests of the Company.
- 2 In relation to any matter authorised by the Board, the Board may direct the relevant Director:
  - (a) to absent himself from any meeting of the Board at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise;
  - (b) to abstain from voting at any meeting of the Board on any resolution relating to any matter that gives rise to the conflict of interest or possible conflict of interest;
  - (c) to make arrangements not to be given any documents or information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the Company;
  - (d) that he is not required to disclose any information which he has obtained in connection with the matter that gives rise to the conflict of interest or possible conflict of interest to the Board or to any Director or other officer or employee of the Company; and
  - (e) that he is not required to use or apply any such information in performing his duties as a Director of the Company.
- 3 Subject to his declaring the nature and extent of the interest in accordance with section 184 or 185 of the Act (save in the case of an interest falling within paragraph (a) below which shall not require to be so declared), a Director may have an interest of the following kind:
  - (a) where his interest cannot reasonably be regarded as likely to give rise to a conflict of interest;
  - (b) where the Director (or a person connected with him) is a Director or other officer of or employed by or otherwise interested (including by the holding of shares) in any Relevant Entity;

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- (c) where the Director (or person connected with him) is a party to, or otherwise interested in any contract, transaction or arrangement with a Relevant Entity or in which the Company is otherwise interested;
- (d) where the Director (or any person connected with him) acts (or any firm of which the Director is a partner, employee or member acts) in a professional capacity for any Relevant Entity (other than as an auditor) whether or not he is remunerated for such actions.

4 For the purposes of this resolution:

- (a) a "**Relevant Entity**" shall mean;
  - (i) the Company;
  - (ii) any holding company of the Company;
  - (iii) or any subsidiary or subsidiary undertaking of any such holding company;
  - (iv) any undertaking of the Company (the "**Holding Undertaking**"), any other undertaking in which the Holding Undertaking (or persons acting on its or their behalf) directly or indirectly holds or controls either a majority of the voting rights exercisable at general meetings of that undertaking or the right to appoint or remove directors having a majority of the voting rights exercisable at meetings of the board of directors of that undertaking ("**Other Undertaking**");
  - (v) any subsidiary or undertaking of the Holding Undertaking or Other Undertaking;
  - (vi) any shareholder of the Company, including without limitation any partnership (or partner of that partnership) that is a shareholder of the Company;
  - (vii) any body corporate promoted by the Company;
  - (viii) any body corporate in which the Company is otherwise interested;
  - (ix) any officer, agent, adviser, employee, secondee, consultant, contractor or representative;
  - (x) any investment fund, investment trust, limited partnership, unit trust or co-investment scheme in which the Company is interested;
  - (xi) any nominee, trustee, custodian, manager, investment adviser, general partner or otherwise of any investment fund, investment trust, limited partnership, unit trust or co-investment scheme in which the Company is interested;
- (b) a person is connected with a Director if he is connected to him in terms of section 252 of the Act.

- 5 A Director shall not, save as otherwise agreed by him, be accountable to the Company for any benefit which he (or any person connected with him) derives from any contract, transaction or arrangement or from any office, employment or position which has been approved by the Board pursuant to this Resolution".



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Director/Company Secretary