

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BLOOMS OF BRESSINGHAM LIMITED (the "Company")

(Registered in England and Wales under company number 03659183)

Circulation Date: 1 March 2010

We, the undersigned, being the sole member of the Company entitled to vote on the following resolution on the Circulation Date, hereby agree to the following resolution being passed as an ordinary resolution in accordance with Chapter 2 and 3 of Part 13 of the Companies Act 2006

Ordinary Resolution

1 Dividend in Specie

That the payment of an interim dividend of:- (i) the leasehold property known as Bicester Garden Centre, Oxford Road, Bicester, OX25 2NY (Registered with the Land Registry under Title Number ON278791), (ii) the freehold property known as Blooms Garden Centre, Low Road, Bressingham, Diss (Registered with the Land Registry under Title Number NK230284), (iii) the leasehold property known as Car Park, Jardinerie Garden Centre, Evesham Road, Bishops Cleeve, Cheltenham GL50 4SJ (Registered with the Land Registry under Title Number GR268353), (iv) the leasehold property known as Land at Straight Mile, Bourton, Rugby, CV23 9QQ (Registered with the Land Registry under Title Number WK426976), (v) the leasehold property known as Stevenage Garden Centre, Graveley Road, Stevenage SG1 4AH (Registered with the Land Registry under Title Number HD475386) and (vi) the leasehold property known as Jardinerie Garden Centre, Studley Grange, Swindon SN4 9QT (Registered with the Land Registry under Title Number WT259620) held by the Company (the "**Dividend**") as recommended by the directors of the Company (the "**Directors**") on 1 March 2010 by way of transfer of all rights, title and interest of the Company in the said freehold and leasehold properties be and is hereby approved and the Directors be and are hereby authorised to execute and deliver such documents and do such other things as may be necessary or desirable to effect the payment of the Dividend.

A. E. Sturges

.....
Duly authorised for Blooms of Bressingham Holdings Limited
Date of agreement to resolution:

SATURDAY



ACCOMPANYING STATEMENT TO PROPOSED WRITTEN RESOLUTIONS

The directors of Blooms of Bressingham Limited (the "**Company**") have proposed that the attached written resolution be passed, such resolution being passed as an ordinary resolution, in accordance with Chapter 2 and 3 of Part 13 of the Companies Act 2006

How to agree to these resolutions

You can choose to signify your agreement to the proposed written resolutions but not some only by signing and dating the attached resolutions and returning them to the company using one of the following methods

- (a) **By hand** by delivery to Blooms of Bressingham Limited, c/o The Garden Centre Group Holdings Limited, 258 Bath Road, Slough, Berkshire, England, SL1 4DX
- (b) **By post:** by posting it to Blooms of Bressingham Limited, c/o The Garden Centre Group Holdings Limited, 258 Bath Road, Slough, Berkshire, England, SL1 4DX
- (c) **By fax** by faxing it to Blooms of Bressingham Limited marked "For the attention of Antonia Jenkinson"

If you do not agree to the resolutions you do not need to do anything You will not be deemed to agree if you fail to respond

What is the deadline for confirming agreement?

The attached written resolutions must be passed 28 days from the date of circulation and, if you agree to the resolutions, you must ensure that your agreement reaches us before or on that date by complying with the steps set out above If not passed by that date the written resolutions will lapse and the agreement of any member signified after that date will be ineffective If you do not agree to the resolutions, you do not need to do anything Once you have given your agreement in accordance with the steps set out above, you may not revoke such agreement

Joint Holders

In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

Powers of Attorney

If you are signing this document on behalf of a person under a power of attorney or other authority you must send a copy of the relevant power of attorney or authority when returning this document

PRIVATE COMPANY LIMITED BY SHARES**COPY RESOLUTION**

of

BLOOMS OF BRESSINGHAM LIMITED (the "Company")**(Registered in England and Wales under company number 03659183)**

dated 1 March 2010

The following written resolution was passed as an ordinary resolution on 1 March 2010 by the requisite majority of eligible members in accordance with Chapter 2 of Part 13 of the Companies Act 2006

Ordinary Resolution**1 Dividend in Specie**

That the payment of a dividend of £2,961,540.46 (the "**Dividend**") as recommended by the directors of the Company on 1 March 2010 by way of an assignment to the Company's member of all rights, entitlements and interest of the Company in an inter-company debt of £2,961,540.46 owed to the Company by The Garden Centre Group Trading Limited be and is hereby approved and the directors of the Company be and are hereby authorised to execute and deliver such documents and do such other things as may be necessary or desirable to effect the payment of the Dividend


Director/Company Secretary