

Company No: 4118745

**THE COMPANIES ACTS 1985-1989**

**COMPANY LIMITED BY SHARES**

**COUNTRY HOMES AND GARDENS PLC**

**(Passed on 19 December 2006)**

WEDNESDAY



At an Extraordinary General Meeting of the Company duly held and held on the above date, the following Ordinary and Special Resolutions were passed:

**ORDINARY RESOLUTIONS**

1. That the authorised share capital be and is hereby increased from £1,150,000 to £1,500,000 by the creation of an additional 3,500,000 Ordinary Shares of 10 pence each ranking *pari passu* in all respects with the existing Ordinary Shares of the Company.
2. That the directors be and they are hereby generally and unconditionally authorised in accordance with the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities within the meaning of section 80 of the Act up to an aggregate nominal amount of £556,100, provided that the authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the Directors pursuant to section 80 of the Act and shall expire five years after the passing of this resolution unless such authority is renewed, varied, or revoked by the Company in general meeting save that the Company may at any time before such expiry make an offer or agreement which might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

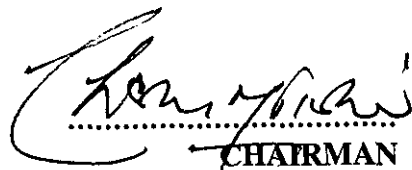
**SPECIAL RESOLUTION**

3. That the directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash as if section 89(1) of the Act did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 2 above (as renewed from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:
  - (a) the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where

the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise;

- (b) the allotment for cash of 666,667 "B" Ordinary Shares of 10p each to West Coast Capital (Hortis) Limited at an issue price of £1.50 per share and such further allotment for cash of "B" Ordinary Shares of 10p each to West Coast Capital (Hortis) Limited at an issue price of £1.50 per share as may arise in respect of the Additional Consideration Shares under the terms of the Business Purchase Agreement dated 24 November 2006 between the Company and West Coast Capital (Hortis) Limited; and
- (c) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £64,600 representing 5% of the issued share capital of the Company,

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the directors pursuant to section 95 of the Act and shall expire on the date falling 18 months from the date of the passing of this resolution unless such power is renewed or extended except that the Company may before the expiry of any power contained in this resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

  
CHAIRMAN