

PRIVATE COMPANY LIMITED BY SHARES

COPY RESOLUTION

of

PETER BARRATT'S (G&S) LIMITED (the "Company")

(Registered in England and Wales under company number 06343665)

Dated: 22 December 2009

The following written resolution was passed as an ordinary resolution on 22 December 2009 by the requisite majority of eligible members in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

Ordinary Resolution

"That the payment of a dividend of £7,897,416.44 (the "**Dividend**") as recommended by the directors of the Company on 22/12/2009 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 £7,897,416.44 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."

A. S. Toulson

Director/Company Secretary



