

THE COMPANIES ACT 2006
A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

DOBBIES GARDEN CENTRES LIMITED

Company number SC010975

(the "Company")

MONDAY



SCT *S5CFPTPN* #70
01/08/2016
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the following resolutions were passed by the members of the Company by way of written resolution on 20 July 2016 as a Special Resolution.

1. THAT, the Articles of Association of the Company be altered by inserting the following new Article 15:

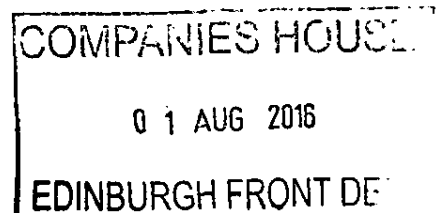
"15. SECURED SHARES

15.1 Notwithstanding anything contained in these Articles, where a transfer of shares in the Company is or is proposed to be:

- (A) executed by a Secured Party by way of the exercise of any power of sale or other enforcement power under any relevant security interest;
- (B) executed by a receiver or manager or similar officer appointed by or on behalf of any Secured Party under any relevant security interest; or
- (C) made to any Secured Party pursuant to any relevant security interest,

each being a "Secured Party Transfer",

- (D) the directors (or director if there is only one) of the Company may not decline to register (or suspend the registration of) such a Secured Party Transfer;
- (E) a holder of shares in the Company shall not be required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any shareholders for the time being of the Company before any such Secured Party Transfer may take place; and



- (F) a holder of shares in the Company shall not have any right under the Articles or otherwise to require any shares that are the subject of a Secured Party Transfer to be transferred to them,

and, for the avoidance of doubt, articles 4 and 26(5) of the Model Articles and Article 9 of these Articles shall not apply insofar as it would otherwise prevent or restrict any Secured Party Transfer (or the recognition of any Secured Party Transfer).

A certificate by any officer of a Secured Party that the shares were so charged, mortgaged or pledged and the transfer was or will be so executed shall be conclusive evidence of such facts.

- 15.2 Notwithstanding anything contained in these Articles, the Company shall have no present or future lien on any share, dividend or moneys payable in respect of shares which have been mortgaged, charged or pledged by way of security to a Secured Party and any lien conferred pursuant to these Articles shall not apply in respect of any such share, dividend or moneys payable.

- 15.3 If there is any inconsistency between any provision of these articles 15.1 and 15.2 and any provision of any other article, the provision of these articles 15.1 and 15.2 shall apply.

"Secured Party" means, in respect of any shares, any bank, institution or other entity or person to which such shares have been mortgaged, charged or pledged (or in favour of which any other security interest in such shares has been created) and any nominee, agent or trustee for any such entity or person."

2. THAT, the Articles of Association of the Company be altered by the deletion of Article 9 (Holding Company Powers).

Signed



Director

Date:

1/8/16