

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OfAGA Consumer Products Limited
(the "Company")

TUESDAY



RM

05/01/2010

17

COMPANIES HOUSE

CIRCULATION DATE: 29th December 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution ("Special Resolution").

SPECIAL RESOLUTION

That the name of the Company be changed to AGA Rangemaster Limited.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolutions on 29th December 2009, hereby irrevocably agrees to the Resolution as indicated above:

Signed by AFG Holdings Limited

Date

29th December 2009

Signed by AFG Nominees Limited

Date

29th December 2009

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it either by hand or by post to the Company Secretary, AGA Consumer Products Limited, Juno Drive, Leamington Spa, Warwickshire, CV31 3RG.

You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to a Resolution, you may not revoke your agreement.
3. Unless, by 29th January 2010, sufficient agreement has been received for the Resolution to it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. 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.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

SPECIAL RESOLUTION

OF

AGA Consumer Products Limited
(the "Company")

Passed on 29th December 2009

The following resolution was duly passed as a special resolution on 29th December 2009 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

That the name of the Company be changed to AGA Rangemaster Limited.

P.M. Sissons

Signed
Company Secretary
P M Sissons
For and on behalf of New Sheldon Limited

**AFG Holdings Limited
(the "Company")**

Minutes of a meeting of the board of directors of the Company held at Juno Drive, Leamington Spa, Warwickshire, CV31 3RG on 29th December 2009 at 10am.

PRESENT: W B McGrath (Representing ARG Corporate Services Limited) Chairman
S M Smith

IN ATTENDANCE: P M Sissons (Representing New Sheldon limited) Secretary

6. CHAIRMAN, NOTICE AND QUORUM

W B McGrath was appointed Chairman of the meeting.

The Chairman reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chairman declared the meeting open.

7. DECLARATION OF INTERESTS

Each of the directors present confirmed that he had no interest in the business to be considered at the meeting which he was required by section 177 or 182 of the Companies Act 2006 and the Company's Articles of Association to disclose.

8. WRITTEN RESOLUTIONS

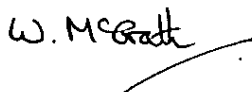
There was produced to the meeting a written resolution of the members of AGA Consumer Products Limited to change its name to AGA Rangemaster Limited (the "**Written Resolution**")

9. IT WAS RESOLVED TO:

- 9.1 approve the signing of the Written Resolution; and
- 9.2 authorise S M Smith to sign the Written Resolution on behalf of the Company.

10. CLOSE

There was no further business and the Chairman declared the meeting closed.



Chairman

Date: 29th December 2009

AFG Nominees Limited
(the "Company")

Minutes of a meeting of the board of directors of the Company held at Juno Drive, Leamington Spa, Warwickshire, CV31 3RG on 29th December 2009 at 10.15am.

PRESENT: W B McGrath Chairman
 S M Smith

IN ATTENDANCE: P M Sissons (Representing New Sheldon limited) Secretary

1. CHAIRMAN, NOTICE AND QUORUM

W B McGrath was appointed Chairman of the meeting.

The Chairman reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chairman declared the meeting open.

2. DECLARATION OF INTERESTS

Each of the directors present confirmed that he had no interest in the business to be considered at the meeting which he was required by section 177 or 182 of the Companies Act 2006 and the Company's Articles of Association to disclose.

3. WRITTEN RESOLUTIONS

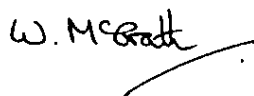
There was produced to the meeting a written resolution of the members of AGA Consumer Products Limited to change its name to AGA Rangemaster Limited (the "Written Resolution")

4. IT WAS RESOLVED TO:

- 4.1 approve the signing of the Written Resolution; and
- 4.2 authorise W McGrath to sign the Written Resolution on behalf of the Company.

5. CLOSE

There was no further business and the Chairman declared the meeting closed.



Chairman

Date: 29th December 2009