

Company Number: 4171695

**COMPANY LIMITED BY SHARES**  
**ORDINARY AND SPECIAL RESOLUTIONS**

-OF-

FRIDAY



**HEATING PLUMBING SUPPLIES LIMITED (THE "COMPANY")**

(PURSUANT TO SECTION 283 OF THE COMPANIES ACT 2006)

At a General Meeting of the Company duly convened and held at 11.00 am on the 28 day of April 2011 the following Resolutions were duly passed as Ordinary and Special Resolutions where indicated:-

**ORDINARY RESOLUTION**

- 1 That, in accordance with section 551 of the Companies Act 2006 (the "2006 Act"), the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £1,646,050 00, being inclusive of all issued shares as at the date this resolution is passed, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors of the Company may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors of the Company in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act. 210
- 2 THAT the directors of the Company may, in accordance with section 175(5) of the Companies Act 2006, authorise the acts of a director where he has or can have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company. 213

**SPECIAL RESOLUTIONS**

- 3 THAT despite any provisions in the Memorandum or Articles of Association of the Company or any personal interest, the previous decision of the directors of the Company to enter into each of the following documents be ratified and the terms of and the transactions contemplated by each of the following documents be and are hereby approved and ratified for all purposes (including the approval required pursuant to the terms of the shareholder's agreement between the shareholders of the Company and the Company) so far as they concern the Company:
  - 3.1 a term loan facility agreement entered into between Lloyds TSB Bank Plc (the "Bank"), Heating Plumbing Supplies Group Limited (company number 7579910) ("HPSG") and the Company on 12 April 2011; and
  - 3.2 a receivables finance agreement entered into between Lloyds TSB Commercial Finance Limited ("LTSBCF") and the Company on 12 April 2011.

4 THAT despite any provisions in the Memorandum or Articles of Association of the Company or any personal interest, the entry into, the terms of and the transactions contemplated by each of the following documents be and are hereby approved for all purposes (including the approval required pursuant to the terms of the shareholder's agreement between the shareholders of the Company and the Company) so far as they concern the Company:

4.1 an omnibus guarantee and set-off agreement to be entered into by the Company and HPSG in favour of the Bank;

4.2 a fixed and floating charge to be entered into by the Company and the Bank,

4.3 a fixed and floating charge to be entered into by the Company and LTSBCF; and

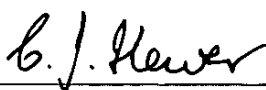
4.4 a deed of priority to be entered into by the Company, LTSBCF and the Bank.

5 THAT following the exercise of options granted to employees of the Company ("EMI Option Holders") the holders of shares in the capital of the Company hereby waive all rights of pre-emption arising pursuant to certain shareholders' agreements entered into between certain shareholders of the Company and the Company in respect of the allotment of up to 144,000 ordinary shares of £1.00 each in the capital of the Company to the EMI Option Holders ("EMI Shares") and the directors of the Company be and are hereby authorised to issue and allot the EMI Shares.

6 THAT despite provisions in the Memorandum or Articles of Association or section 551 of the 2006 Act ("Authority to Allot Provisions") or the shareholders' agreements between certain shareholders of the Company and the Company, the previous decision of the directors of the Company and the Company to enter into each of the following arrangements be hereby approved and ratified for all purposes:

6.1 the allotment of 10,000 ordinary shares of £1.00 each in the capital of the Company to a certain individual on 8 December 2010 ("December 2010 Allotment") and the holders of shares in the capital of the Company hereby agree that the directors of the Company were generally and unconditionally authorised pursuant to the Authority to Allot Provisions to allot a maximum of 10,000 ordinary shares of £1.00 each in the capital of the Company on 8 December 2010 and that this authority expires on the date this resolution is passed; and

6.2 the allotment of 256,050 ordinary shares of £1.00 each in the capital of the Company to certain individuals between 13 December 2002 and 8 December 2010 ("Allotted Shares") and the holders of shares in the capital of the Company hereby waive all rights of pre-emption arising pursuant to certain shareholders' agreements entered into between certain shareholders of the Company and the Company in respect of the allotment of the Allotted Shares and the directors of the Company were authorised to issue and allot the Allotted Shares.



**Company Secretary**