

Company Number: 5479695

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY**

**LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**UTOPIA GROUP LIMITED**

**(the "Company")**

On 9 December 2009 the following ordinary resolution was duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

**ORDINARY RESOLUTION**

That the execution, delivery and performance by the Company of the documents listed below be and is hereby approved:

- 1 a composite guarantee to be entered into between (1) Utopia Bathroom Group Limited (the "Parent"), (2) the Company, (3) Utopia Furniture Ltd, (4) Barrhead International Limited, (5) Barrhead Sanitary Ware Limited, (6) Halcon Properties Limited and (7) HSBC Bank plc (the "Bank");
- 2 a debenture to be entered into by the Company in favour of the Bank; and
- 3 a deed of priority to be entered into between (1) the Bank, (2) Ian William Hall and David Conn, (3) Halcon Properties Limited and (4) the Parent and its subsidiaries (including the Company).



Director

