

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

BARRHEAD SANITARY WARE LIMITED ("Company")

Written Resolution pursuant to section 381A Companies Act 1985 (as amended)

Passed on: 26 September 2007

We, the undersigned, being the sole member of the Company who at the date of this written resolution are entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following written resolutions as special resolutions of the Company pursuant to section 381A and Schedule 15A of the Companies Act 1985 (as amended) (the "Act") and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held

SPECIAL RESOLUTIONS

- 1 **THAT** the provisions of the documents listed in the appendix to this Written Resolution ("**Documents**"), which the Company is proposing to enter into in connection with the sale to Utopia Bathrooms Group Limited ("**Purchaser**") of the entire issued share capital of Utopia Group Limited (company number 5479695), be and are hereby approved (copies of such Documents having been supplied to the members of the Company prior to the signing of this Written Resolution) (subject to such changes (if any) as the Company's directors, in their absolute discretion, think fit)
- 2 **THAT**, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors and subject to compliance with sections 155 158 of the Act, the Company's directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Documents for the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit)



3 **THAT**, notwithstanding that the execution by the Company of the Documents and the performance of its obligations thereunder would constitute the giving by the Company of financial assistance within sections 151 158 of the Act, the giving of financial assistance by the Company in the form and on the terms set out in the Forms 155(6)a (including the auditors' reports attached thereto), sworn on the date hereof by the directors of the Company (copies of which having been supplied to the members of the Company prior to the signing of this Written Resolution) be and is hereby approved

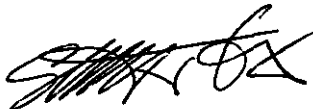
4 **THAT** the memorandum of the Company be amended by the insertion of a new clause as follows

(t) "Subject to and provided that the provisions of sections 155 to 158 inclusive of the Companies Act 1985 ("Act") are duly complied with (if and so far as such provisions can be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act as may be lawful "

5 **THAT** the memorandum of the Company be amended by the insertion of a new principle objects clause 3 (A) (3) as follows

"To promote the interests of Utopia Group Limited, (registered number 05479695) and Barrhead International Limited (registered number SC177682) and any other company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company in any manner whatever, and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid, either with or without consideration and whether or not any benefit flows to the Company other than the promotion of such interests as aforesaid, to the intent that the promotion of the interests of any such company as aforesaid shall be an object and not a power of the Company "

Signed by



Barrhead International Limited

Appendix

The Documents

- 1 A credit facilities agreement to be dated the date hereof incorporating a guarantee and to be made between (1) the Purchaser as borrower (2) the Original Borrowers (as defined therein and including the Company) (3) the Original Guarantors (as defined therein and including the Company) and (4) The Royal Bank of Scotland plc as lender ("**RBS**")
- 2 An intra group loan agreement (incorporating a letter of support) to be dated the date hereof and to be made between, (1) the Purchaser, as borrower and (2) the Subsidiaries of the Purchaser (as defined therein and including the Company), as lenders
- 3 An intercreditor agreement to be dated the date hereof and to be made between, (1) the Purchaser (2) the Companies (as defined therein and including the Company) (3) RBS (4) the Managers (as defined therein) and (5) the Vendors (as defined therein)
- 4 A cross guarantee to be dated the date hereof and to be entered into between, amongst others, (1) the Company and (2) Ian Hall as security trustee for the Beneficiaries (as defined therein)
- 5 A Scottish floating charge over all the property in Scotland owned by the Company, to be entered into by (1) the Company and (2) RBS