

Company Number SC138807

**Companies Acts 1985 and 1989
Private Company Limited by Shares**

**WRITTEN RESOLUTIONS
-of
BARRHEAD SANITARY WARE LIMITED
(the "Company")**

(Passed the 28th day of June 2007)

We, the undersigned, being the members for the time being entitled to receive notice of and attend and vote at general meetings of the Company hereby pass the following resolutions as special resolutions of the Company in accordance with Regulation 53 of Table A, the articles of association, section 381A of the Companies Act 1985 and all the powers in that regard and agree that for all purposes the said resolution shall be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

SPECIAL RESOLUTIONS

1 Increase in share capital

To increase the authorised share capital of the Company from £4,375,906 to £6,652,454 by the creation of an additional 2,276,548 ordinary voting shares of £1 nominal value each

2 Authority to the directors to allot shares and to disapply pre-emption rights

2.1 The directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot and dispose or grant options over the Company's ordinary voting shares to such persons on such terms and in such manner as they think fit up to the total issued share capital of the Company of £6,652,454 at any time during the period of five years from the date hereof, and

2.2 That, by virtue of section 95(1) of Companies Act 1985, section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by the preceding resolution


Director

For and on behalf of **Barrhead International Limited**

