



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

H&R JOHNSON TILES LIMITED

WE, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions:

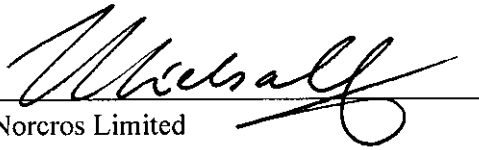
1. **THAT**, subject to compliance with sections 155 to 158 of the Act, the giving by the Company of financial assistance for the purpose of the refinancing of certain liabilities that Norcros (Holdings) Limited ("NHL") had incurred in connection with the purchase of the entire issued share capital of Norcros Limited in November 1999 in the form described in the statutory declaration sworn by the directors of the Company pursuant to section 155(6) of the Act on the date hereof be approved.
2. **THAT** the execution, delivery and performance by the Company of:
 - 2.1.1 a term and revolving facility agreement to be entered into between (1) Norcros (Holdings) Limited; (2) the Original Borrowers; (3) the Original Guarantors; (4) Barclays Leverage Finance as mandated lead arranger (5) the Original Lenders; and (6) Barclays Bank plc as Agent and Security Trustee (each as defined therein) (the "**Facility Agreement**");
 - 2.1.2 a debenture to be entered into between (1) the Companies; and (2) Barclays Bank plc as Security Trustee (each as defined therein) (the "**Debenture**");
 - 2.1.3 an draft intercreditor deed to be entered into between (1) the Agent (2) the Facility A Lenders; (3) the Facility B Lenders; (4) the Facility C Lenders; (5) the Facility D Lenders; (6) the Facility E Lenders; (7) the Facility F Lenders; (8) the Security Trustee; (9) the Mandated Lead Arranger; (10) the Loan Noteholders; (11) the Investors; (12) Norcros (Holdings) Limited; (13) the Obligors (as such terms are defined therein) (the "**Intercreditor Deed**"); and
 - 2.1.4 an intra-group loan agreement to be entered into between (1) Norcros (Holdings) Limited; and (2) certain other subsidiaries of Norcros (Holdings) Limited, as set out in the agreement (the "**Intra-Group Loan Agreement**");(together, the "**Documents**")

be approved, even though the execution, delivery and performance of the each of those documents constitutes financial assistance for the purpose of the refinancing of certain

liabilities that NHL had incurred in connection with the purchase of the entire issued share capital of Norcros Limited at such time.

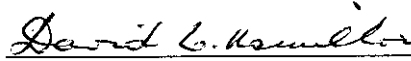
SIGNATURE:

for and on behalf of Norcros Limited



SIGNATURE:

for and on behalf of Norcros Securities Limited



DATE:

8 March 2006

Date sent to auditors:

8 March 2006