

**WRITTEN RESOLUTION**

**- OF -**

**CARADON BATHROOMS LIMITED**

**Dated the 24th day of November 2000**

We, the undersigned, being the sole member of the Company hereby pass the following Resolution as Special and Elective Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:-

**SPECIAL RESOLUTION**

1. THAT the regulations contained in the printed document attached to this resolution and for the purpose of identification signed by the Chairman of the meeting of the board of directors be approved and adopted as the Articles of Association of the Company in substitution for and to the complete exclusion of the existing Articles of Association of the Company.

**ELECTIVE RESOLUTIONS**

2. THAT pursuant to section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
3. THAT pursuant to section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings.



4. THAT pursuant to section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.
5. THAT pursuant to section 80A of the Companies Act 1985, the Company elects that the provisions of such section 80A shall apply, instead of the provisions of sections 80(4) and (5) of that Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under section 80 of that Act.
6. THAT pursuant to section 369(4) of the Companies Act 1985, the Company elects that the provisions of section 369(4) of that Act shall have effect in relation to the Company as if, for the reference to 95 per cent contained in paragraphs (a) and (b) of that section, there were substituted reference to 90 per cent or such greater percentage as may subsequently be determined by the Company in general meeting.

NAME

RICHARD CONNELL

SIGNATURE

BK Bidco 2 Limited

R. A. Connell

(duly authorised representative)