

Company number: 978100

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ESSEX HEATING SUPPLIES LIMITED
(the "Company")

Circulation Date: 10th FEBRUARY 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the Act"), the directors of the Company propose that the following resolution be passed as a Special Resolution of the Company ("Resolution")

SPECIAL RESOLUTION

THAT pursuant to Section 641 of the Act the share capital of the Company be reduced from £128,059 40 (divided into 1,070,000 A Ordinary Shares of £0 10 each, 40,014 B Staff Participating Preference Shares of £0 10 each and 17,058 Convertible Preferred Ordinary Shares of £1 00) to £0 10 (divided into 1 A Ordinary Share of £0 10) and that such reduction be effected by cancelling 1,069,999 A Ordinary Shares of £0 10 each, 40,014 B Staff Participating Preference Shares of £0 10 each and 17,058 Convertible Preferred Ordinary Shares of £1 00

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, the person entitled to vote on the above Resolution on 13th FEBRUARY 2012 hereby irrevocably agrees to the Resolution as indicated above


For and on behalf of
GRAFTON GROUP (UK) PLC

13th FEBRUARY 2012
Date



NOTES

- 1 *If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods*

By Hand *delivering the signed copy to a Director of the Company or by delivering to the registered office*

Post *returning the signed copy by post to the Directors of the Company at the registered office*

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 *Once you have indicated your agreement to the Resolution, you may not revoke your agreement*
- 3 *Unless, by 9th March 2012, i.e 28 days from circulation date sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date*
- 4 *If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document*