

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

UTOPIA GROUP LIMITED ("Company")

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

Passed on: 26 September 2007

We, the undersigned, being all the members 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 the Company, 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 articles of association of the Company be amended by the removal of article 4 (*Liens*) and by the insertion of a new clause as follows

**"Registration of shares"**

Notwithstanding anything contained in these Articles

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

- (a) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- (b) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- (c) to any such bank or institution (or to its nominee) pursuant to any such security

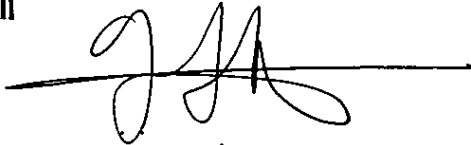
A certificate by any officer or such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts "

- 5 **THAT** the articles of association of the Company be amended by inserting a new clause 4A as follows

"Articles 8 to 11 of Table A shall not apply "

Signed by

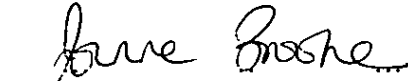
**Ian Hall**



**David William Conn**



**Joanne Brooke**



JOANNE BROOKE as duly authorised attorney for and on behalf of **Steven Cholerton**

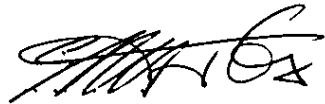
**Theresa Eaton**



**Elizabeth Green**



**Stephen Cox**



## 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 legal mortgage over the property known as Utopia House, Bilston to be dated the date hereof and to be entered into between (1) RBS and (2) the Company
- 5 A legal mortgage over the property known as Newlyn House, Bilston to be dated the date hereof and to be entered into between (1) RBS and (2) the Company
- 6 A Scottish floating charge over the property known as 15 Nasmyth Road, Glasgow to be dated the date hereof and to be entered into between (1) RBS and (2) the Company
- 7 a debenture to be dated on the date hereof and made between, amongst others, (1) the Company and (2) Ian Hall as security trustee for the Beneficiaries (as defined therein) ("**Security Trustee**"),
- 8 a cross guarantee to be dated on the date hereof and made between, amongst others (1) the Company and (2) Ian Hall as Security Trustee