

Company Number: 6285982

THE COMPANIES ACT 2006

PRIVATE COMPANY

LIMITED BY SHARES

WRITTEN RESOLUTION

OF

UTOPIA BATHROOM GROUP LIMITED

(the "Company")

SATURDAY
SATURDAY



RVR78GPX
RM 16/01/2010 497
COMPANIES HOUSE
AH8K/GPZ
A63 16/01/2010 83
COMPANIES HOUSE

On 9th December 2009 the following special resolutions were duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

SPECIAL RESOLUTIONS

- 1 That the share capital of the Company be increased from £8,800,000 to £25,621,277 by the creation of 16,821,277 D ordinary shares of £1 nominal value having the rights attached thereto as set out in the new articles of association proposed to be adopted pursuant to Resolution 4 below.
- 2 That the directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to a maximum amount of £25,621,277 for a period expiring (unless previously renewed, varied or revoked) 5 years after the passing of this Resolution but so that the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement. This authority is in substitution for all subsisting authorities, to the extent unused.
- 3 **THAT** subject to the passing of Resolution 1 below the directors be and are hereby generally empowered, pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by Resolution 1 as if section 89(1) of the Act did not apply to the allotment.
- 4 That the Articles of Association annexed hereto be adopted by the Company in their entirety to the exclusion of the existing Articles of Association of the Company.

Director