Company Number: 06325136

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE SOLE MEMBER OF

HINARI LIMITED (the "Company")

We, the undersigned, being the sole member of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company HEREBY RESOLVE, pursuant to section 381A of the Companies Act 1985, to pass the following resolutions as special resolutions and agree that the said resolutions shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held

Terms not otherwise defined in this resolution shall have the meaning given to them in the Senior Facilities Agreement (as defined below)

1 THAT, subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "**Act**"), the giving by the Company of financial assistance within the meaning of sections 151-152 of the Act for the purpose of the acquisition by Vine Mill Limited ("**Bidco**") of the entire issued share capital of the Company's holding company, Pulse Home Products Limited (the "**Acquisition**") 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 of this resolution be approved

2 THAT the execution, delivery and performance by the board of directors of the Company of

(a) an accession deed to a debenture dated on or about the date of this resolution and given by Bidco and Pulse Home Products (Holdings) Limited (the "**Parent**") in favour of CIT Capital Finance (UK) Limited (in its capacity as security trustee) (the "**Security Trustee**"), pursuant to which the Company shall grant first fixed and floating charges over its assets and undertaking in favour of the Security Trustee (the "**Debenture Accession Deed**"),

(b) an accession letter to a senior facilities agreement (the "**Senior Credit Agreement**") to be entered into by the Parent (1), the companies named therein as borrowers (the "**Senior Borrowers**") (2), the companies named therein as guarantors (3), CIT Capital Finance (UK) Limited as arranger (4), the banks and financial institutions named therein as lenders (the "**Senior Lenders**") (5), CIT Capital Finance (UK) Limited as agent (the "**Senior Agent**") (6), CIT Capital Finance (UK) Limited as security trustee (the "**Security Trustee**") (7) and CIT Capital Finance (UK) Limited as issuing bank (8), as an Additional Guarantor, pursuant to which the Company shall guarantee certain of the liabilities and obligations of the obligors named therein to the Finance Parties and as an Additional Borrower (the "**Senior Guarantee Accession Letter**"),

(c) an accession letter to a mezzanine facility agreement to be entered into by the Parent (1), the company named therein as borrower (the "**Mezzanine Borrower**" and together with the Senior Borrowers being the "**Borrowers**") (2), the companies named therein as guarantors (3), CIT Capital Finance (UK) Limited as arranger (4), the banks and financial institutions named therein as

lenders (the "**Mezzanine Lenders**") (5), CIT Capital Finance (UK) Limited as agent (the "**Mezzanine Agent**") (6) and the Security Trustee (7), as an Additional Guarantor (as defined in the Mezzanine Credit Agreement), pursuant to which the Company shall guarantee certain of the liabilities and obligations of the obligors named therein to the Mezzanine Finance Parties (the "**Mezzanine Guarantee Accession Letter**"),

(d) an intra-group loan agreement to be made between the intra-group borrowers named therein and the intra-group lenders named therein, by which each party thereto may make available certain loans to the other parties (the "**Intra-Group Loan Agreement**"),

(e) an accession deed to an intercreditor agreement, pursuant to which the Company agrees, inter alia, that the liabilities owed by Bidco to it will be subordinated to the liabilities owed by Bidco to the Finance Parties and the Mezzanine Finance Parties (the "**Intercreditor Accession Deed**"), and

(f) such other documentation and to take such action as may be required in order to carry out the matters referred to above,

(together the "**Assistance Documents**"), and

be approved, notwithstanding any personal interest of any member of the Company, and even though the execution, delivery and performance of each of those documents constitutes financial assistance in connection with the Acquisition

3 THAT the Parent is authorised to act as the Company's agent in connection with the Finance Documents and the Mezzanine Finance Documents

4 THAT any act done or document executed pursuant to any of the resolutions set out above shall be valid, effective and shall bind the Company and any limit on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association is suspended, waived or abrogated as necessary to give effect to the foregoing conclusions

[redacted]

Dated 22 August 2007

Registered Office Vine Mill, Holden Fold Lane, Royton, Oldham OL2 5L

For and on behalf of
Pulse Home Products Limited

NOTE: The documents referred to in the above resolutions, including without limitation, the statutory declarations with auditors' reports annexed thereto were made available for inspection by the sole member

[redacted]