

**Barrhead Sanitary Ware plc ('the Company')**

**(Registered No: SC138807)**

**RESOLUTION**

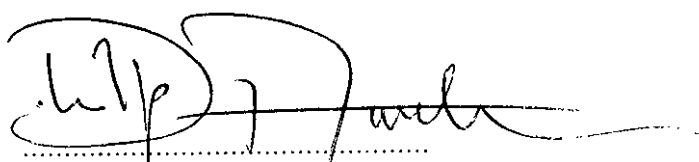
At an Extraordinary General Meeting of the Company duly convened and held at the Visitor Centre, Baxi Partnership Limited, Bamber Bridge, Preston on Tuesday 1 July at 7.30 am the following resolution was duly passed as specified:

**SPECIAL RESOLUTION**

'That, subject to the passing of Extraordinary Resolutions by (a) the holders of ordinary voting shares of £1 each in the capital of the Company, (b) the holders of ordinary non voting shares of £1 each in the capital of the Company, and (c) the holders of redeemable preference shares of £1 each in the capital of the Company, in each case consenting to the passing and implementation of this resolution;

THAT the Company, being a public limited company, be re-registered under Section 53 of the Companies Act 1985 as a private company limited by shares and accordingly that the Memorandum of Association, with respect to its objects, be altered in accordance with the printed document produced to this meeting and for the purpose of identification signed by the Chairman thereof, with effect from the date of re-registration of the Company as a private company.

**BY ORDER OF THE BOARD**

  
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Company Secretary

