



Company No: ~~00000000~~

4672034 JCA Piper

COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

FLOWTECH LIMITED

("Company")


In accordance with section 381A of the Companies Act 1985, we, 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 resolutions as special resolutions (with a copy of each of the statutory declarations sworn by the directors of the Company having been made available to the members):

Special Resolutions

1. **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents referred to below which the Company is proposing to enter into and grant in connection with the acquisition by Flowtech IPL Limited ("**Purchaser**") of the entire issued share capital of Euro Plumbing Suppliers Limited ("**Acquisition**"), be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such of the following documents to which the Company is or is to become a party:

- 1.1 an amendment and restatement deed to be dated on or about the date hereof and entered into by (1) Flowtech Holdings Limited ("**Parent**") (2) Flowtech Midco Limited ("**Midco**") (3) the Purchaser (4) the Parent, Midco, the Purchaser and the Company (as Original Guarantors) and (5) Barclays Bank PLC (in various capacities) ("**Amendment and Restatement Deed**") to a senior multi-currency term facilities agreement dated 16 September 2004 between (among others) (1) the Parent, (2) the companies listed therein as Borrowers and/or Guarantors, (3) Barclays Bank PLC as the Mandated Lead Arranger, (4) the financial institutions listed therein as the Lenders and (5) Barclays Bank PLC as the Agent and the Security Trustee (each term as defined therein);

Signed by, or by their duly authorised representatives on behalf of, all the members of the Company who as at the date would be entitled to attend and vote at a general meeting had the resolutions been put to such a meeting. Signature of this resolution by any holders of any class of shares in the Company shall also constitute their consent as holders of that class of shares to the passing of the resolutions set out above.

A handwritten signature in black ink, consisting of stylized cursive letters, positioned above a dotted line.

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On behalf of Flowtech IPL Limited

Dated: 29.7.2005