

**MEREWAY KITCHENS LIMITED**

**Company No. 02028938**

**(the "Company")**

**MEMBERS' WRITTEN RESOLUTION**

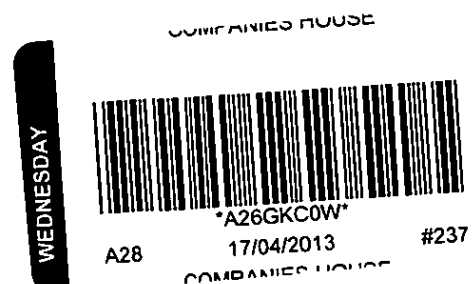
In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") we, being all the eligible members of the Company, irrevocably agree that resolutions 1 and 2 below are passed as unanimous resolutions and resolution 3 is passed as an ordinary resolution (the "Resolutions")

**UNANIMOUS RESOLUTIONS**

- 1 **THAT** the directors be and are generally empowered to declare and pay the dividend described in Resolution 3 below, as if any right of pre-emption or other right or restriction or other procedural requirement, whether under the articles of association of the Company or otherwise (including, but not limited to, article 4 of the Company's articles of association) relating to the declaration or payment of the aforementioned dividend did not apply to any such declaration or payment of the dividend
- 2 **THAT**, subject to the passing of Resolution 3 below, any and all actions (including, but not limited to, any actions resulting in any actual or alleged breach of the statutory duty under section 175 of the Act or any fiduciary / common law duty in respect thereof) carried out by any director of the Company (whether past or present) be and are hereby ratified in accordance with section 239 of the Act, and approved as being in the interests of the Company and its members as a whole and any and all claims which the Company may have in respect of any such contravention against any directors be and are hereby released

**ORDINARY RESOLUTION**

- 3 **THAT**, subject to the passing of Resolution 1 above, a dividend on the Ordinary B Shares of £1.00 each and on the Ordinary C Shares of £1.00 each in the capital of the Company, be paid to the Company's members, wholly in specie consisting of the transfer of 90,150 Ordinary Shares of £0.01 each in the capital of Trend Joinery Limited, a wholly-owned subsidiary of the Company (the "Shares"), to the Company's members in the following proportions
  - (a) Richard Norris - 14,838 Shares,
  - (b) Steven Norris - 14,848 Shares;
  - (c) Leonard Norris - 19,472 Shares,
  - (d) Sotos Constantinides - 6,680 Shares,
  - (e) Joanne Foster - 3,561 Shares,
  - (f) Gillian Maybury - 1,028 Shares,
  - (g) Melanie Doherty - 766 Shares,
  - (h) Michelle Nokes - 189 Shares,
  - (i) Jane Norris 11,134 Shares;
  - (j) Janice Norris - 11,134 Shares;

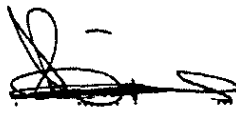


- (k) The MA Doherty Settlement 1997 - 1,857 Shares,
- (l) The MA Doherty Children's Settlement 1997 - 1,857 Shares,
- (m) The RSJ Norris Settlement 1997 - 1,857 Shares, and
- (n) The GP Maybury Settlement 1997 - 929 Shares

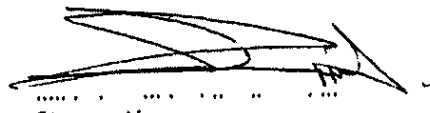
# AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

We, the undersigned, being or representing the members of the Company, entitled to vote on the above Resolutions on 2 April 2013 (the "Circulation Date"), hereby irrevocably agree to the Resolutions



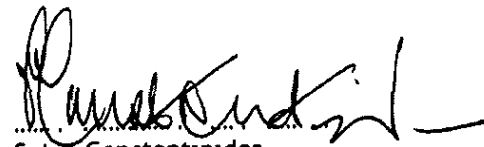
Richard Norris



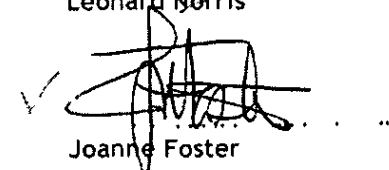
Steven Norris

✓ 

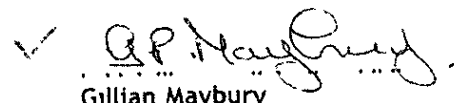
Leonard Norris



Sotos Constantinides

✓ 

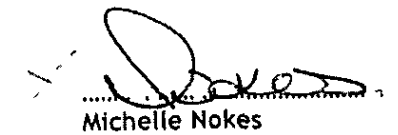
Joanne Foster

✓ 

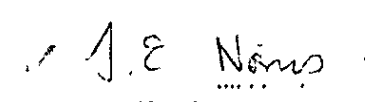
Gillian Maybury

X 

Melanie Doherty

✓ 

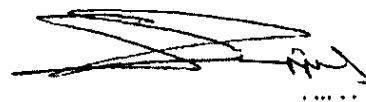
Michelle Nokes

✓ 

Jane Norris

✓ 

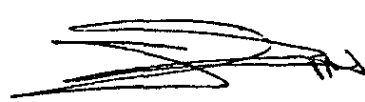
Janice Norris



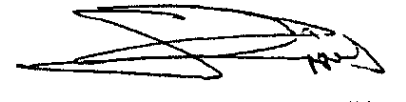
For and on behalf of  
The MA Doherty  
Settlement 1997



For and on behalf of  
The MA Doherty Children's  
Settlement 1997



For and on behalf of  
The RSJ Norris  
Settlement 1997



For and on behalf of  
The GP Maybury  
Settlement 1997

Dated 2 April 2013