

THE COMPANIES ACT 1985 (as amended)
COMPANY LIMITED BY SHARES
RESOLUTIONS OF
BAXI HOLDINGS LIMITED (Registered No. 4921647)
(the "Company")

NOTICE is hereby given that at an Extraordinary General Meeting of the above Company held at Wyvern Business Park, Stanier Way, Derby, DE21 6BF on Monday 8 October 2007 at 9 00am the following resolutions were duly passed as a resolution of the type indicated below

Ordinary Resolutions

- 1 THAT each of the 9,250,000 existing authorised A Shares of £0 01 each in the capital of the Company be reclassified as an A1 Share of £0 01 in the capital of the Company having the rights attaching to A1 Shares of £0 01 set out in the articles of association of the Company as amended pursuant to resolution 5 below
- 2 THAT the authorised share capital of the Company be increased to £121,500 00 by the creation of 2,150,000 A2 Shares of £0 01 each in the capital of the Company each having the rights attaching to A2 Shares of £0 01 each set out in the articles of association of the Company as amended pursuant to resolution 5 below
- 3 THAT in substitution for any existing power under section 80 of the Act, but without prejudice to the exercise of any such authority prior to the date hereof, the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £121,500 00, such authority to expire on 8 October 2012 but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred hereby had not expired


Special Resolutions

- 4 THAT in substitution for any existing power under section 95 of the Act, the Directors be generally and unconditionally empowered pursuant to section 95 of the Act, to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the above authority given in accordance with section 80 of the Act as if section 89(1) of the Act did not apply to the allotment such power to expire on 8 October 2012 but so that such power shall allow the Company to make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired
- 5 THAT the articles of association of the Company be amended by deleting that text which is struck through and adding that text which is underlined in the document presented to the meeting

Dated 8 October 2007

Registered Office
Wyvern Business Park
Stanier Way
Derby
DE21 6BF

BY ORDER OF THE BOARD


Secretary

TUESDAY
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A19 06/11/2007 264
COMPANIES HOUSE
A40 28/10/2007 31