Company No 3590145

WEDNESDAY

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COMPANIES HOUSE

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

OF

MEMORYQUEUE TRADING LIMITED ("COMPANY")

In accordance with section 381A of the Companies Act 1985 ("**Act**"), we, being the members of the above named Company who, at the date of these resolutions, are entitled to attend and vote at a general meeting of the Company **HEREBY RESOLVE** as follows (such resolutions to take effect as written resolutions)

1 **THAT** the Company be authorised to give the financial assistance for the purpose of the proposed acquisition of the entire issued share capital of the Company by RS Building Products Limited ("**RSBPL**") and taking the forms described in the declarations sworn by all the directors of the Company on forms 155(6)a and forms 155(6)b which declarations together with annexed auditors' reports required by section 156(4) of the Act were produced to the members for inspection before or at the same time as this written resolution was presented to them for signature

2 **THAT**, subject to compliance with sections 155 to 158 of the Act and notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the directors of the Company be authorised to cause the execution and delivery of

2 1 the proposed deed of accession to the Senior Facilities Agreement (as defined in the schedule) and the Intercreditor Deed (as defined in the schedule) to be entered into between (1) RSBPL, (2) the Company, (3) HSBC Bank plc ("**Bank**") as in its capacity as Security Trustee under the Intercreditor Deed and (4) Bank in the capacity as agent under the Senior Facilities Agreement,

2 2 the proposed deed of accession to the Mezzanine Facility Agreement (as defined in the schedule) to be entered into between (1) RSPBL, (2) the Company, (3) Bank in its capacity as Security Trustee under the Intercreditor Deed and (4) Indigo Capital LLP in its capacity as agent under the Mezzanine Facility Agreement,

2 3 the proposed deed of accession to the Debenture (as defined in the schedule) to be entered into by (1) RSBPL, (2) the Company and (3) the Bank as security trustee which the Company has been requested to execute in favour of the Bank,

2 4 the proposed intra group loan agreement to be entered into between the Company, Graefe Limited and RSBPL pursuant to which Graefe Limited and the Company will agree to make certain advances available to RSBPL, and

(together the **"Documents"**)

3 **THAT**, the execution, delivery and performance of the Documents will be for the benefit of and in the best interests of the Company for the purposes of carrying on its business and that there is full and fair consideration to the Company for the obligations it is undertaking in respect of the Documents

4 **THAT** any act done or document executed pursuant to any of the above paragraphs of this resolution shall be valid, effective and binding on the company notwithstanding any limitation 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 (any such limitation being suspended, waived, relaxed or abrogated by this resolution to the extent necessary to give effect to the above paragraphs of this resolution)

Signed by, or by duly authorised representative on behalf of, the member of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting

RS BUILDING PRODUCTS LIMITED AS DULY AUTHORISED ATTORNEY FOR BRIAN BAKER

DATED: 31/08/07

RS BUILDING PRODUCTS LIMITED AS DULY AUTHORISED ATTORNEY FOR DAVID FOWLER

DATED: 31/08/07

RS BUILDING PRODUCTS LIMITED AS DULY AUTHORISED ATTORNEY FOR SIMON SMITH

DATED: 31/08/07

SCHEDULE

Existing Bank Documents

The senior facilities agreement means the agreement entered into between (1) RSBPL, (2) the subsidiaries of RSBPL listed in part 1 of schedule 1 thereto as original borrowers, (3) the subsidiaries of RSBPL listed in part 1 of schedule 1 thereto as original guarantors (together with RSBPL), (4) Bank as mandated lead arranger, (5) the financial institutions listed in part 2 and part 3 of schedule 1 thereto as original lenders, (6) the Bank as agent of the other finance parties, (7) the Bank as security trustee for the finance parties which was used in part to finance the Previous Acquisition and also used in part contained a guarantee provided by each of RSBPL, Bushboard Washroom Systems Limited, Amwell Washroom Systems Limited, Broomco (4073) Limited and Broomco (4074) Limited to the Bank (**"Senior Facilities Agreement"**)

The intercreditor agreement means the agreement entered into between (1) RSBPL, (2) the subsidiaries of RSBPL listed in schedule 1 thereto, (3) the Bank as senior agent for the senior finance parties under the senior finance documents, (4) the Bank as security trustee for itself and the other finance parties, (5) the institutions listed at schedule 2 thereto as senior finance parties, (6) the institutions listed in schedule 3 thereto as hedge counterparties, (7) Indigo Capital Limited (now known as Indigo Capital LLP) as mezzanine agent for the mezzanine finance parties under the mezzanine finance documents, (8) the institutions listed in schedule 4 thereto as mezzanine finance parties, (9) the institutions and persons listed in schedule 5 thereto as investors, (10) the persons listed in schedule 6 thereto as executives and (11) the institutions and persons listed in schedule 7 thereto as shareholders (**"Intercreditor Agreement"**)

The mezzanine facility agreement means the agreement entered into between (1) RSBPL, (2) the subsidiaries of RSBPL listed in part 1 of schedule 1 as original guarantors, (3) Indigo as mandated lead arranger, (4) the financial institutions listed in part 2 and part 3 of schedule 1 as original lenders, (5) Indigo as agent of the other finance parties and (6) the Bank as security trustee for the finance parties (**"Mezzanine Facilities Agreement"**)

The debenture means the agreement entered into between (1) RSBPL, (2) the Subsidiaries of RSBPL listed in schedule 1 thereto as original chargors (together with RSBPL) and (3) the Bank as security trustee (**"Debenture"**)

(All documents stated in this appendix are dated 23 March 2007)