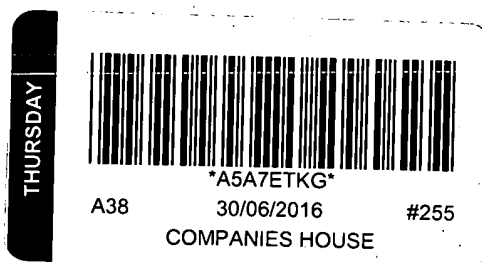


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Registered number: 1351648

Brintons Overseas Holdings Limited
Directors' report and financial statements
for the year ended 26 September 2015



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Brintons Overseas Holdings Limited

2

Company registration number

1351648

Directors

A J Edwards

D L S Baldi

Secretary

R M Peak

Registered office

No 6 Factory
Stourport Road
Kidderminster
Worcestershire
DY11 7PZ

Auditor

BDO LLP
Two Snowhill
Birmingham
B4 6GA

Strategic report for the year ended 26 September 2015

The directors present their strategic report for the year ended 26 September 2015.

Principal activities and review of the business

The principal activity of the company is that of an intermediate holding company within Lytham HoldCo Limited Group.

Key performance indicators

As a holding company the company does not have any significant key performance indicators.

Principal risks and uncertainties

As a holding company the principal risks and uncertainties are driven by the performance of the subsidiary entities.

By order of the board



R M Peak
Secretary
22 June 2016

Directors' report for the year ended 26 September 2015

The directors present their report and the audited financial statements for the year ended 26 September 2015.

Principal activity

The company acts as an intermediate holding company.

Results and dividends

The loss for the financial year is shown on page 8. The directors do not recommend the payment of a dividend (2014: £nil).

Review of the business and future developments

The company has continued to provide funding to a subsidiary company.

The company has no transactions other than with group companies. The directors have considered the cash flows that apply to the company during the period to 30 September 2017 and are satisfied that the company has the resources to be able to continue trading for that period and that any funds that may be required will be provided from its immediate or ultimate parent companies.

The company's ultimate parent undertaking and controlling party is Lytham HoldCo Limited (company number 07748417).

Directors and their interests

The directors, who served throughout the year, unless indicated otherwise, were as follows:

A J Edwards

D L S Baldi

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the Directors' report, strategic report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss for that period. In preparing the company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the parent company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

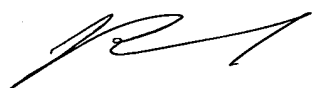
Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

In accordance with section 485 of the Companies Act 2006, BDO LLP have been appointed as auditor of the company.

By order of the board



R M Peak
Secretary
22 June 2016

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BRINTONS OVERSEAS HOLDINGS LIMITED

We have audited the financial statements of Brintons Overseas Holdings Limited for the year ended 26 September 2015 which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 26 September 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' report and strategic report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BRINTONS OVERSEAS HOLDINGS LIMITED (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



*Thomas Lawton (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
Birmingham*

Date 30 June 2016

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

**Profit and loss account
for the year ended 26 September 2015**

	Notes	2015 £	2014 £
Impairment of fixed asset investments	4	(2,154,642)	(17,266)
Dividends Received		1,184,858	-
Operating Loss		(969,784)	(17,266)
Net interest receivable and similar charges	3	265,731	91,758
(Loss) / Profit on ordinary activities before Tax		(704,053)	74,492
Taxation		-	-
(Loss) / Profit on ordinary activities after tax and for the financial year	7	(704,053)	74,492

All amounts relate to continuing activities.

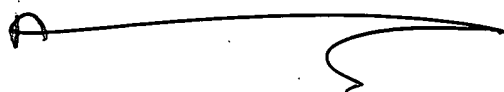
The company has no recognised gains and losses other than the profit above and therefore no separate statement of total recognised gains and losses has been presented.

Balance Sheet at 26 September 2015

Company number 1351648

	Notes	2015 £	2014 £
Fixed assets			
Investments	4	1,964,091	1,964,091
Current assets			
Debtors: amounts owed by group undertaking		464	2,155,189
Creditors: amounts falling due within one year owed to group companies	5	(2,730,148)	(4,180,820)
Net current liabilities		(2,729,684)	(2,025,631)
Total assets less current liabilities		(765,593)	(61,540)
Capital and reserves			
Called up share capital	6	10,053,067	10,053,067
Profit and loss account	7	(10,818,660)	(10,114,607)
Equity shareholders' deficit	7	(765,593)	(61,540)

The financial statements were approved and authorised for issue by the board of directors on 22 June 2016 and signed on its behalf by:



A J Edwards
Director

Notes to the financial statements for the year ended 26 September 2015

1 Principal accounting policies

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements:

Basis of preparation

The financial statements are prepared in accordance with the historical cost convention.

The company is a wholly owned subsidiary of Brintons Carpets Limited which is itself a wholly owned subsidiary (through intermediate holding companies) of Lytham HoldCo Limited. Consolidated accounts for Lytham HoldCo Limited are available for the year ended 26 September 2015 and the results and financial position of the company are included within these consolidated accounts. The directors of the company have not prepared consolidated accounts for the company for the year ended 26 September 2015 on the basis that consolidated accounts of its parent company have been prepared for the year ended 26 September 2015.

Exemptions

The directors have taken advantage of the exemption conferred by Financial Reporting standard 8 'Related party disclosures', not to disclose transactions with wholly owned group companies. In addition, the directors have taken advantage of the exemption conferred by Financial Reporting Standard 1 'Cash flow statements' not to include a statement of cash flows in the financial statements on the grounds that the company is itself a wholly owned subsidiary.

Going concern

The company acts as an intermediate holding company and has no transactions other than with group companies. The directors have considered the cash flows that apply to the company during the period to 30 September 2017 and are satisfied that the company has the resources to be able to continue trading for that period and that any funds that may be required will be provided from its immediate or ultimate parent companies. The directors do not expect to be requested to make payment of any of the amounts shown as due to group companies within the next 12 months from the date of approval of these financial statements. Therefore the financial statements have been prepared on a going concern basis.

The company's ultimate parent undertaking and controlling party is Lytham HoldCo Limited (company number 07748417).

Fixed asset investments

Shares in subsidiary undertakings are stated at original cost less provision for impairment. Provision for impairment is made by comparing the carrying value of the investment against the expected value in use or expected sales value of the underlying assets.

Foreign Currency

Foreign currency transactions are translated into sterling at the rates ruling when they occurred. Foreign currency monetary assets and liabilities are translated at the rates ruling at the balance sheet date. Any differences are taken to the profit and loss account.

**Notes to the financial statements (continued)
for the year ended 26 September 2015****2 Administrative expenses**

None of the directors received any emoluments in either year. There were no employees in either year. No audit fees have been allocated to this company. Amounts receivable by the company's auditors have been borne by the company's ultimate parent undertaking.

3 Interest receivable and similar charges

	2015	2014
	£	£
Exchange gain on group balances	265,731	91,758
	<u>265,731</u>	<u>91,758</u>

Notes to the financial statements (continued) for the year ended 26 September 2015

4 Investments

Shares in subsidiary undertakings:	£
Cost	
At 27 September 2014	12,312,743
Capital contribution	2,154,642
	<hr/>
At 26 September 2015	14,467,385
	<hr/>
Provision	
At 27 September 2014	(10,348,652)
Investment Adjustment	(2,154,642)
	<hr/>
At 26 September 2015	(12,503,294)
	<hr/>
Net book value	
At 26 September 2015	1,964,091
	<hr/>
At 27 September 2014	1,964,091
	<hr/>

Details of subsidiary undertakings and of other investments in group undertakings are as follows:

<i>Subsidiary</i>	<i>Country of incorporation</i>	<i>Holding</i>	<i>Proportion of voting rights & shares held</i>	<i>Nature of business</i>
Brintons (China) Limited	UK	Ordinary shares	100%	Intermediate holding company
Brintons Pty Limited	Australia	Ordinary shares	100%	Sale of high quality floor coverings
Brintons Christchurch Yarns Limited	Australia	Ordinary shares	*100%	Non-trader

* 16% held directly; 84% held indirectly

The carrying value of the investment reflects the investment in Brintons Pty Limited. The directors are satisfied that there is no impairment required against this investment.

5 Creditors

	2015	2014
	£	£
Amounts falling due within one year:		
Amount owed to group undertakings	(2,730,148)	(4,180,820)

The amounts due to group undertakings are technically repayable within one year but there is no expectation that any amounts will be repaid within the next 12 months.

**Notes to the financial statements (continued)
for the year ended 26 September 2015**

6 Called up share capital

	2015	2014
	£	£
Allotted, called up and fully paid:		
Ordinary shares of £1 each	10,053,067	10,053,067

7 Reconciliation of shareholders' funds and movement on reserves

	2015	2014
	£	£
Opening Shareholders (Deficit) / Funds	(61,540)	(136,032)
Profit / (Loss) for the year	(704,053)	74,492
Closing Shareholders (Deficit) / Funds	(765,593)	(61,540)

8 Transactions with related parties

The only transactions with related parties are shown within the accounts as balances due to and from related undertakings and interest received from and payable to related undertakings. In addition any administrative expenses incurred by the company have been paid by fellow subsidiary companies.

9 Parent undertaking and controlling party

The company is a wholly owned subsidiary of Brintons Carpets Limited and the ultimate parent company is Lytham HoldCo Limited, a company registered in England and Wales.

The largest group in which results of the company are consolidated is that headed by Lytham HoldCo Limited, incorporated in England and Wales. The smallest group in which they are consolidated is headed by Brintons Carpets Limited, incorporated in England and Wales. The consolidated accounts of this company are available to the public and may be obtained from The Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ. No other group accounts include the results of the company.

The ultimate parent company is Carlyle Strategic Partners II Luxembourg SARL.