

## **Brintons Overseas Holdings Limited**

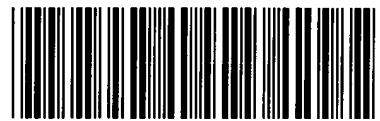
Report and Financial Statements

53 weeks period ended

2 October 2021

Company Number: 01351648

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# Brintons Overseas Holdings Limited

## Report and financial statements for the 53 weeks period ended 2 October 2021

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<b>Country of incorporation of parent company:</b>	England
<b>Date of Incorporation of parent company:</b>	6 February 1978
<b>Legal form:</b>	Limited by shares
<b>Registered office:</b>	Brintons Overseas Holdings Limited, C/O Brintons Carpets Limited, Wyre Forest House, Finepoint Way, Kidderminster, Worcestershire, England, DY11 7WF
<b>Company number:</b>	01351648
<b>Directors:</b>	D L S Baldi A J Edwards
<b>Auditor:</b>	BDO LLP, Two Snowhill, Birmingham, B4 6GA

# **Brintons Overseas Holdings Limited**

## **Strategic report for the 53 weeks period ended 2 October 2021**

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The Directors present their Strategic report together with the audited financial statements for the 53 weeks period ended 2 October 2021.

### **Principal activities**

The principal activity of the Company is that of an intermediate holding company within the KMHD Flooring Holdco Limited Group.

### **Review of business**

The Company was dormant throughout the current and preceding periods, so made neither a profit nor a loss in the period (26 September 2020 - Nil).

The Company did not declare any dividends in the period (26 September 2020 - Nil).

### **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 Company does not have any principal risk and uncertainties.

### **Financial risk management policies and objectives**

As a holding company the Company does not have financial risk management policies and objectives.

### **KMHD Flooring Holdco Limited**

Information on key performance indicators, principal risks and uncertainties, financial risk management policies and objectives and other factors connected to the Group performance can be found in the Chief Executive's Statement and Strategic report within the consolidated financial statements of KMHD Flooring Holdco Limited.

### **Directors' statement of compliance with duty to promote the success of the Company**

Section 172 of the Companies Act 2006 ("the Act") requires directors to take into consideration the interests of stakeholders in their decision-making having regard to the matters set out in Section 172(1)(a)-(f) of the Act. The following section sets out how the Directors have engaged with the Company's stakeholders during the period.

The Company has no employees, however, as a subsidiary holding Company within the KMHD Flooring Holdco Limited ("the Group"), the Directors consider the impact of the Company's activities on its shareholder, its subsidiaries, the Brintons Carpets businesses that have an interest in the Company's investments and other stakeholders. The Company's stakeholders are consulted routinely on a wide range of matters including funding decisions, investment strategy, governance of its subsidiaries and compliance with Group policies with the aim of maximising investment returns for the benefit of its shareholder and ensuring that its subsidiaries maintain high standards of business conduct and governance.

The Company engages with its shareholder and subsidiaries on an ad hoc basis on requests for additional capital distributions or funding. The Directors assess such requests in light of the Company's minimum capital requirements to maintain profitability in the long term.

# **Brintons Overseas Holdings Limited**

**Strategic report  
for the 53 weeks period ended 2 October 2021 *(continued)***

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## **Directors' statement of compliance with duty to promote the success of the Company *(continued)***

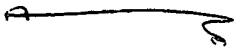
The performance of the Company's investments are monitored regularly with senior management from the Brintons Carpets businesses that have an interest in and are responsible for managing such investments. The Board considered the Company's investments in light of the Group's corporate and social responsibility strategy.

The Directors continued to provide oversight governance of its subsidiaries to ensure that they comply with the Group's policies and maintain high standards of business conduct. The subsidiaries provide regular updates on their activities to the Directors.

## **Streamlined Energy & Carbon Reporting**

The Company is exempt from Streamlined Energy & Carbon Reporting as it has consumed less than 40,000kWh during the period.

## **On behalf of the Board**



A J Edwards  
**Director**

Date: 9 March 2022

# **Brintons Overseas Holdings Limited**

## **Directors' report for the 53 weeks period ended 2 October 2021**

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The Directors present their report together with the audited financial statements for the 53 weeks period ended 2 October 2021.

### **Results and dividends**

The Company was dormant throughout the current and preceding periods, so made neither a profit nor a loss in the period (26 September 2020 - Nil).

The Directors do not recommend the payment of a dividend.

### **Review of the business and future developments**

The Directors have considered the cash flows that apply to the Company during the period to September 2023 and are satisfied that the Company has the resources to be able to continue operating for that period, and that any funds that may be required will be provided by its immediate or ultimate parent companies.

### **Accounting reference date**

The formal period end of the Company is 30 September but as allowed by company law the Directors select a closing date each period that better fits with the business.

### **Directors**

The Directors of the Company during the period were:

D L S Baldi  
A J Edwards

### **Going concern**

Whilst in comparison to pre pandemic levels financial results of the Group have continued to be impacted during the year, the vaccine rollout across key territories in which we operate has undoubtedly restored optimism into end markets. Momentum behind business is accelerating, with project enquiries commensurate with pre pandemic levels.

The Company is party to a cross guarantee and provided security over its assets in favour of the banking syndicate lending to the Group, headed by its ultimate parent company KMHD Flooring Holdco Limited ('the KMHD Group'). Positive dialogue has continued with KMHD Group's banking syndicate throughout the pandemic; all mandated capital and interest payments have been made and pleasingly the Directors can report that following negotiations a revised suite of banking covenants has been agreed up to the end of the term loan.

The Directors have prepared various financial scenarios reviewing their potential impact on the business for a period of 12 months following the signing of the financial statements. The forecasts assume some improvement in market conditions and trading performance, and whilst noting there are uncertainties that exist with regard to forecasting future performance and cashflows as markets recover, based on the cash flow forecasts and assessment performed, the Directors are confident that the Group will be able to trade and generate sufficient cash to meet the covenants requirement within its agreed facilities for a period of at least 12 months from the signing of the financial statements. On this basis, with banking arrangements in place, a healthy cash balance and with markets returning to growth, the Directors are satisfied that it is appropriate to prepare the accounts of the Group, including those of the Company, on a going concern basis.

### **Directors' responsibilities**

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

# **Brintons Overseas Holdings Limited**

## **Directors' report for the 53 weeks period ended 2 October 2021 (continued)**

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### **Directors' responsibilities (continued)**

Company law requires the Directors to prepare financial statements for each financial period. 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 judgements 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the 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 are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **Matters covered in the strategic report**

In accordance with the Companies Act 2006 Section 414C(ii), the Directors have produced a Strategic report that includes a review of the business, financial risk management objectives, key performance indicators and other information of strategic importance.

### **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:

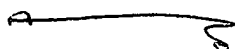
- there is no relevant audit information of which the Company's auditors are unaware; and
- each Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

### **Auditors**

All of the current Directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Group's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The Directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them as auditors will be proposed at the next annual general meeting.

### **By order of the Board**



A J Edwards  
**Director**

Date: 9 March 2022

# **Brintons Overseas Holdings Limited**

## **Independent auditor's report**

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

#### **Opinion on the financial statements**

In our opinion:

- the financial statements give a true and fair view of the state of the Company's affairs as at 2 October 2021 and of its result for the 53 weeks period then ended;
- the financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Brintons Overseas Holdings Limited (the 'Company') for 53 weeks period ended 2 October 2021 which comprise the income statement and statement of other comprehensive income, the statement of financial position, the statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and international accounting standards in conformity with the requirements of the Companies Act 2006. The financial reporting framework that has been applied in the preparation of the Company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Independence*

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

#### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

# **Brintons Overseas Holdings Limited**

## **Independent auditor's report (continued)**

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### **Other information**

The Directors are responsible for the other information. The other information comprises the information included in the Report and Financial Statements other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### **Other Companies Act 2006 reporting**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and Directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report and Directors' report.

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

- adequate accounting records have not been kept by the Company, 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.

### **Responsibilities of Directors**

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.



# Brintons Overseas Holdings Limited

## Independent auditor's report (*continued*)

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### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

#### *Extent to which the audit was capable of detecting irregularities, including fraud*

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We gained an understanding of the legal and regulatory framework applicable to the Company and the industry in which it operates, and considered the risk of acts by the Company which were contrary to applicable laws and regulations, including fraud. These included but were not limited to compliance with the Companies Act 2006 and applicable accounting standards.

We focused on laws and regulations that could give rise to a material misstatement in the Company's financial statements. Our tests included, but were not limited to:

- agreement of financial statements disclosures to underlying supporting documentation;
- review of the Company's accounting policies for non-compliance with relevant standards;
- enquiries of management, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud, and procedures relating to:
  - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance; and
  - detecting and responding to the risks of fraud and whether they had knowledge of any actual, suspected or alleged fraud; and
  - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations;
- review of minutes of Directors' board meetings throughout the year.

We also evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to manipulate financial results and management bias in accounting estimates. We addressed this risk through testing of journals, assessing and challenging the significant accounting estimates made and evaluating whether there was any evidence of bias by the Directors that represented a risk of material misstatement due to fraud.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

# Brintons Overseas Holdings Limited

## Independent auditor's report *(continued)*

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### Use of our report

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.

DocuSigned by:

*Stephen Hale*

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**Stephen Hale** (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor

Two Snowhill

Birmingham, UK

Date: 09 March 2022

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

# **Brintons Overseas Holdings Limited**

## **Income statement and statement of comprehensive income for the 53 weeks period ended 2 October 2021**

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The Company has not traded during the period or the preceding financial period. During these periods, the Company received no income and incurred no expenditure and therefore made neither profit or loss.

# Brintons Overseas Holdings Limited

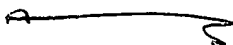
## Statement of financial position at 2 October 2021

<i>Company number 01351648</i>	Note	2 October 2021 £'000	26 September 2020 £'000
<b>Assets</b>			
<b>Non-current assets</b>			
Investments	6	1,500	1,500
<b>Total assets</b>		<u>1,500</u>	<u>1,500</u>
<b>Equity and liabilities</b>			
<b>Issued capital and reserves attributable to owners of the parent</b>			
Share capital	7	10,053	10,053
Retained earnings	8	(8,553)	(8,553)
<b>Total equity</b>		<u>1,500</u>	<u>1,500</u>
<b>Total equity and liabilities</b>		<u>1,500</u>	<u>1,500</u>

The financial statements were approved by the Board of Directors on 9 March 2022 and were signed on its behalf by:



D L S Baldi  
Director



A J Edwards  
Director

# Brintons Overseas Holdings Limited

## Statement of changes in equity for the 53 weeks period ended 2 October 2021

	Share capital £'000	Retained earnings £'000	Total equity £'000
<b>28 September 2019</b>	10,053	(8,553)	1,500
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the period	-	-	-
	<hr/>	<hr/>	<hr/>
<b>26 September 2020</b>	10,053	(8,553)	1,500
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the period	-	-	-
	<hr/>	<hr/>	<hr/>
<b>2 October 2021</b>	<b>10,053</b>	<b>(8,553)</b>	<b>1,500</b>
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# Brintons Overseas Holdings Limited

## Notes forming part of the financial statements for the 53 weeks period ended 2 October 2021

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### 1 Principal activity, legal form and country of incorporation

Brintons Overseas Holdings Limited is a private company, limited by shares, incorporated in England and Wales under the Companies Act. The registered office is given on the Company Information page. The principal activity of the Company is that of an intermediate holding company within the KMHD Flooring Holdco Limited Group.

### 2 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 financial statements are presented in the Company's functional currency Pound Sterling (£) in round thousands (£'000).

The Company satisfies the criteria of being a qualifying entity as defined in FRS 101. Its financial statements are consolidated into the financial statements of KMHD Flooring Holdco Limited which can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 101.

- (a) No cash flow statement has been presented for the Company.
- (b) Disclosures in respect of financial instruments have not been presented.
- (c) No disclosure has been given for the aggregate remuneration of key management personnel.

The preparation of the financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

#### ***Consolidated financial statements***

The financial statements contain information about Brintons Overseas Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company has taken advantage of the exemption conferred by section 400 of the Companies Act 2006 not to produce consolidated financial statements as it is included in non UK accounts of a larger group.

#### ***New standards, interpretations and amendments***

Several amendments and interpretations apply for the first time in the current period, but do not have an impact on the financial statements of the Company. There are also a number of standards and other pronouncements in issue that are not yet effective and have not been adopted, none of which are expected to have a material impact on the financial statements.

#### ***Going concern***

Whilst in comparison to pre pandemic levels financial results of the Group have continued to be impacted during the year, the vaccine rollout across key territories in which we operate has undoubtedly restored optimism into end markets. Momentum behind business is accelerating, with project enquiries commensurate with pre pandemic levels.

# **Brintons Overseas Holdings Limited**

## **Notes forming part of the financial statements for the 53 weeks period ended 2 October 2021 (continued)**

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### **2 Accounting policies (continued)**

#### ***Going concern (continued)***

The Company is party to a cross guarantee and provided security over its assets in favour of the banking syndicate lending to the Group, headed by its ultimate parent company KMHD Flooring Holdco Limited ('the KMHD Group'). Positive dialogue has continued with KMHD Group's banking syndicate throughout the pandemic; all mandated capital and interest payments have been made and pleasingly the Directors can report that following negotiations a revised suite of banking covenants has been agreed up to the end of the term loan.

The Directors have prepared various financial scenarios reviewing their potential impact on the business for a period of 12 months following the signing of the financial statements. The forecasts assume some improvement in market conditions and trading performance, and whilst noting there are uncertainties that exist with regard to forecasting future performance and cashflows as markets recover, based on the cash flow forecasts and assessment performed, the Directors are confident that the Group will be able to trade and generate sufficient cash to meet the covenants requirement within its agreed facilities for a period of at least 12 months from the signing of the financial statements. On this basis, with banking arrangements in place, a healthy cash balance and with markets returning to growth, the Directors are satisfied that it is appropriate to prepare the accounts of the Group, including those of the Company, on a going concern basis.

#### ***Investment in subsidiary undertakings***

Investments in subsidiary undertakings are stated at 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.

#### ***Share capital***

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's ordinary shares are classified as equity instruments.

### **3 Critical accounting estimates and judgements**

The Company makes certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are discussed below.

#### **Judgements:**

##### **Impairment of investments**

Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. When a review for impairment is conducted the recoverable amount of the investment is based on the net present value of future cashflows expected to arise from the investment using an appropriate discount rate.

### **4 Operating result**

None of the Directors received any emoluments in the period (26 September 2020 - Nil). There were no employees in the period other than the Directors (26 September 2020 - None). No audit fees have been allocated to this Company (26 September 2020 - Nil). Amounts payable to the Company's auditors are incurred by Company's ultimate parent undertaking.

# Brintons Overseas Holdings Limited

Notes forming part of the financial statements  
for the 53 weeks period ended 2 October 2021 (continued)

## 5 Employees

The Company has no employees other than the Directors, who did not receive any remuneration (26 September 2020 - £Nil).

## 6 Investments

Subsidiaries  
£'000

### Cost

At 26 September 2020 and 2 October 2021

1,500

### Subsidiary undertakings

The following subsidiary undertakings are held by the Company at period end date:

Name	Country of incorporation and principal place of business	Proportion of ownership interest	Principal activities
Brintons Pty Limited Unit 19, Level 1, 75 Lorimer Street, Docklands VIC 3008 Australia	Australia	100%	Sale of high quality floor coverings

The Directors have considered the value of the investment and believe that based on the information available at the date of approval of these financial statements the Directors are satisfied that no additional impairment is required. The Directors will continue to monitor the situation and the need for impairment.

## 7 Share capital

	2 October 2021 Number	2 October 2021 £'000	26 September 2020 Number	26 September 2020 £'000
<b>Authorised, called up and fully paid</b>				
Ordinary shares of £1 each	10,053,067	10,053	10,053,067	10,053

Ordinary shares have full voting, dividend and capital distribution rights and are not redeemable.

## 8 Reserves

The following describes the nature and purpose of each reserve within equity:

Reserve	Description and purpose
Retained losses	All other net gains and losses and transactions with owners (e.g. dividends) not recognised elsewhere.
Share capital	The investment made in the Company by its shareholder by way of subscription for new ordinary shares in the Company.



# **Brintons Overseas Holdings Limited**

**Notes forming part of the financial statements  
for the 53 weeks period ended 2 October 2021 (*continued*)**

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## **9 Ultimate parent company controlling party**

The Company is a wholly owned subsidiary of Brintons Carpets Limited and the ultimate parent company is KMHD Flooring Holdco Company Limited, a company registered in England and Wales.

The largest group in which they are consolidated is headed by KMHD Flooring 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 these companies are available to the public and may be obtained from The Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ. No other group accounts include the results of the Company.

The ultimate shareholder is Brintons Co-Investment Holdings LP, a holding of Argand Partners Fund, LP.