

Company number 01351648

WRITTEN RESOLUTIONS

of

BRINTONS OVERSEAS HOLDINGS LIMITED (the "Company")

We, the undersigned being the sole member of the Company, who at the date of the passing of these resolutions represent not less than 75% of the total voting rights of eligible members (as defined in section 289 of the Companies Act 2006), agree that resolutions 1 and 2 below be and are hereby passed as special resolutions

SPECIAL RESOLUTIONS

- 1 **THAT** for the purpose of paragraph 47 of Part 3 of Schedule 4 to The Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, authorisation of any situation in which a director of the Company has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company, may be given in accordance with section 175(5)(a) Companies Act 2006
- 2 **THAT** the draft articles of association contained in the printed document appended to these written resolutions and initialled by us are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association



Duly authorised signatory for and on behalf of

Brintons Carpets Limited

Date 11 January 2017

COMPANIES HOUSE

SATURDAY



A09

A5Y44QX7

14/01/2017

#234

NOTE

- 1 If you agree to the above resolutions please indicate your agreement by signing and dating this document where indicated and returning it to the Company by ~~13 January~~ 2017 using one of the following methods

7 FEBRUARY



- a) delivering it by hand to Vijan Ghedia,
- b) sending it by post to Vijan Ghedia at Two Snowhill, Birmingham B4 6WR, or
- c) emailing a scanned copy to vijan.ghedia@gowlingwlg.com

If the Company has not received sufficient agreement by that date the resolutions will lapse

- 2 Once you have indicated your agreement to the resolutions you may not revoke that agreement

Private & Confidential

Company Number 01351648

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BRINTONS OVERSEAS HOLDINGS LIMITED

(Adopted by Special Resolution passed on 11 January 2017)

1 Defined terms

- 1.1 In these articles unless the context otherwise requires the following words and expressions have the following meanings

alternate	or alternate director has the meaning given in article 8,
appointor	has the meaning given in article 8,
CA 2006	the Companies Act 2006,
connected persons	in relation to a director persons connected with that director for the purposes of section 252 CA 2006,
eligible director	means, in relation to a matter or decision, a director who is or would be entitled to count in the quorum and vote on the matter or decision at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter or decision),
Group Company	a body corporate which is at the relevant time (a) a subsidiary of the Company, or (b) the Company's holding company or a subsidiary of that holding company, and for these purposes holding company and subsidiary have the meanings given to those expressions in section

1159 CA 2006, and

Model Articles

the regulations contained in Schedule 1 to The Companies (Model Articles) Regulations 2008

- 1 2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Model Articles and CA 2006, in each case as in force on the date when these articles become binding on the Company
- 1 3 For the purposes of these articles a corporation shall be deemed to be present in person if its representative duly authorised in accordance with the Companies Acts is present in person
- 1 4 Headings in these articles are used for convenience only and shall not affect the construction or interpretation of these articles
- 1 5 A reference in these articles to an "article" is a reference to the relevant article of these articles unless expressly provided otherwise
- 1 6 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of
- (a) any subordinate legislation from time to time made under it, and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts
- 1 7 Any phrase in these articles or the Model Articles introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms

2 Variation of Model Articles

- 2 1 Table A in the Companies (Tables A-F) Regulations 1985 (as amended) shall not apply to the Company
- 2 2 Subject as provided in these articles the Model Articles shall apply to the Company
- 2 3 Model Articles 8(3), 14 and 17(2) shall not apply to the Company

3 Conflicts of interest

- 3 1 In this article and articles 4 and 5

authorise

means to authorise in accordance with section 175(5)(a) CA 2006 and **authorisation**, **authorised** and cognate expressions shall be construed accordingly,

a conflict of interest

includes a conflict of interest and duty and a conflict of

duties,

conflicted director means a director in relation to whom there is a conflicting matter;

conflicting matter means a matter which would or might (if not authorised or if not permitted under article 4) constitute or give rise to a breach of the duty of a director under section 175(1) CA 2006 to avoid a conflict situation,

conflict situation means a situation in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including a conflict of interest),

interested director means a director who has, in any way, a material direct or indirect interest in a matter or decision,

a conflicting matter, conflict situation or interest is **material** unless it cannot reasonably be regarded as likely to give rise to a conflict of interest, and

other directors means, in relation to a particular conflicting matter, directors who are not interested directors in relation to that conflicting matter

3 2 Exercise of the power of the directors to authorise a conflicting matter shall be subject to the provisions of this article

3 3 The provisions of this article apply

(a) subject to article 4, and

(b) without prejudice (and subject) to the provisions of section 175(6) CA 2006

Nothing in these articles shall invalidate an authorisation

3 4 A conflicted director seeking authorisation of any conflicting matter shall disclose to the other directors the nature and extent of the conflicting matter as soon as is reasonably practicable. The conflicted director shall provide the other directors with such details of the conflicting matter as are necessary for the other directors to decide how to address the conflicting matter, together with such additional information as may be requested by the other directors

3 5 Any director (including the conflicted director) may propose that a conflicted director's conflicting matter be authorised. Any such proposal, and any authorisation given by the directors, shall be effected in the same way as any other matter may be proposed to and resolved on by the directors under the provisions of these articles, except that



- (a) the conflicted director and any other interested director shall not count towards the quorum nor vote on any resolution giving that authorisation, and
- (b) the conflicted director and any other interested director may, if the other directors so decide, be excluded from any meeting of the directors while the conflicting matter and the giving of that authorisation are under consideration

3 6 Where the directors authorise a conflicted director's conflicting matter

- (a) the directors may (whether at the time of giving the authorisation or subsequently)
 - (i) require that the conflicted director is excluded from the receipt of information, the participation in discussions and/or the making of decisions (whether at meetings of the directors or otherwise) in relation to which any actual or potential conflict of interest may arise from the conflicting matter, and
 - (ii) impose on the conflicted director such other terms or conditions for the purpose of dealing with any actual or potential conflict of interest which may arise from the conflicting matter as they may determine,
- (b) the conflicted director shall conduct himself in accordance with any terms or conditions imposed by the directors (whether at the time of giving that authorisation or subsequently),
- (c) the directors may provide that, where the conflicted director obtains (otherwise than through his position as a director) information that is confidential to a third party, the conflicted director will not be obliged to disclose the information to the Company, or to use or apply the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence,
- (d) the terms of the authorisation shall be recorded in writing (but the authorisation shall be effective whether or not the terms are so recorded), and
- (e) the directors may revoke or vary the authorisation at any time but no such action will affect anything done by the conflicted director prior to that action in accordance with the terms of the authorisation

4 Permitted conflict situations

4 1 If a director or a connected person of a director

- (a) is or becomes a member, director, manager or employee of the Company or any other Group Company, or
- (b) acquires and holds shares in the capital of any other body corporate, wherever incorporated, provided that the shares held by the director and his connected persons do not exceed 3% of the nominal value of the issued share capital of that body corporate,

any conflict situation which arises only by reason of such a conflicting matter is permitted by this article and the relevant conflicting matter does not require disclosure and authorisation in accordance with article 3

4 2 A director shall not, by reason of his office or of the resulting fiduciary relationship, be liable to account to the Company for any benefit which he (or a person connected with him) derives from

- (a) a conflicting matter authorised by the directors,
- (b) a conflicting matter to which article 4 1 applies, or
- (c) a decision of the directors in relation to which, in accordance with article 5 2, the director was an eligible director, notwithstanding his relevant conflicting interest,

and no transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit

5 Directors' interests and decision making

5 1 A director who has a direct or indirect interest or duty that conflicts with the interests of the Company in relation to a proposed decision of the directors is not an eligible director in relation to that decision unless article 5 2 applies to him

5 2 A director who has a direct or indirect interest that conflicts with the interests of the Company in relation to a proposed decision of the directors (a "**relevant conflicting interest**") shall be an eligible director in relation to that decision, provided that

- (a) in a case where the relevant conflicting interest is in an actual or proposed transaction or arrangement with the Company
 - (i) the nature and extent of the relevant conflicting interest either
 - (A) has been duly declared to the other directors in accordance with section 177 or section 182 CA 2006, as the case may require, or
 - (B) is not required by the terms of either of those sections to be declared, and
 - (ii) where the relevant conflicting interest is constituted by, or arises from, a conflicting matter of the director and
 - (A) that conflicting matter (or any breach of the relevant director's duty under section 175(1) CA 2006 by reason of that conflicting matter) is or has been authorised, permitted, approved or ratified, either in accordance with article 3 or article 4 or by the members (and that authorisation, permission, approval or ratification has not been revoked, withdrawn or reversed), and



- (B) the relevant director has not been required to be excluded from participation in discussions and/or the making of decisions in relation to which the director has the relevant conflicting interest, or
- (iii) where the relevant conflicting interest is constituted by, or arises from, a conflicting matter of the director and that conflicting matter (or any breach of the relevant director's duty under section 175(1) CA 2006 by reason of that conflicting matter) is not or has not been authorised, permitted, approved or ratified, either in accordance with article 3 or article 4 or by the members
 - (A) the conflict situation arising by reason of that conflicting matter is not material, or
 - (B) the other directors are aware of the relevant conflicting interest and have determined that the director shall be an eligible director in relation to that decision, and
- (b) in any other case
 - (i) the director has disclosed the nature and extent of the relevant conflicting interest, or has not done so where
 - (A) it cannot reasonably be regarded as likely to give rise to a conflict of interest, or
 - (B) the other directors are already aware of it, and
 - (ii) where the relevant conflicting interest is constituted by, or arises from, a conflicting matter of the director and
 - (A) that conflicting matter (or any breach of the relevant director's duty under section 175(1) CA 2006 by reason of that conflicting matter) is or has been authorised, permitted, approved or ratified, either in accordance with article 3 or article 4 or by the members (and that authorisation, permission, approval or ratification has not been revoked, withdrawn or reversed), and
 - (B) the relevant director has not been required to be excluded from participation in discussions and/or the making of decisions in relation to which the director has the relevant conflicting interest, or
 - (iii) where the relevant conflicting interest is constituted by, or arises from, a conflicting matter of the director and that conflicting matter (or any breach of the relevant director's duty under section 175(1) CA 2006 by reason of that conflicting matter) is not or has not been authorised, permitted, approved or ratified, either in accordance with article 3 or article 4 or by the members
 - (A) the conflict situation arising by reason of that conflicting matter is not material, or

(B) the other directors are aware of the relevant conflicting interest and have determined that the director shall be an eligible director in relation to that decision, but

(c) the provisions of this article do not apply in relation to a decision under article 3 5

For the purposes of this article, the other directors are to be treated as aware of anything of which they ought reasonably to be aware

5 3 If a question arises at a meeting of the directors about whether or not a director (other than the chairman of the meeting)

(a) has a material conflict situation for the purposes of articles 3 or 4,

(b) can vote (where that director does not agree to abstain from voting) on the issue in relation to which the conflict situation arises, or

(c) can be counted in the quorum (where that director does not agree not to be counted in the quorum) for the purpose of voting on the issue in relation to which the conflict arises,

the question must (unless article 5 4 applies) be referred to the chairman of the meeting. The ruling of the chairman of the meeting in accordance with this article 5 3 about any director other than himself is final and conclusive, unless the nature or extent of the director's conflict situation (so far as it is known to him) has not been fairly disclosed to the other directors

5 4 If in relation to a question of the kind referred to in article 5 3 the chairman of the meeting is an interested director, the question must be referred to the other directors in accordance with article 5 5 as if it were a question about the chairman of the meeting

5 5 If a question of the kind referred to in article 5 3 arises about the chairman of the meeting (or if article 5 4 applies), the question shall be decided by a resolution of the other directors. The chairman of the meeting (or conflicted director) cannot vote on the question but can be counted in the quorum. The other directors' resolution about the chairman of the meeting (or conflicted director) is conclusive, unless the nature and extent of the chairman's (or conflicted director's) conflict situation (so far as it is known to him) has not been fairly disclosed to the other directors

5 6 Nothing in this article 5 shall be taken as absolving any director from any of the obligations set out in article 3. A determination by the directors in accordance with article 5 2(a)(iii)(B) or 5 2(b)(iii)(B) that a conflicted director may be an eligible director in relation to a decision of the directors does not amount to authorisation of the relevant conflict situation

5 7 The Company may, by ordinary resolution, ratify any transaction, arrangement or other matter which has not been properly authorised by reason of a contravention of these articles

5 8 Any reference in this article or articles 3 and 4 to meetings of the directors and voting shall include decision-making by resolution in writing or by other informal means in accordance with Model Article 8

6 Decision-making by directors- general

6.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or by written resolution or other informal means in accordance with Model Article 8

6.2 If

- (a) the Company only has one director, and
- (b) no other provision of these articles requires it to have more than one director,

the general rule does not apply, Model Articles 8 to 13 do not apply, the quorum for meetings of the directors shall be one and the director may take decisions without regard to any of the provisions of these articles relating to directors' decision-making, other than the provisions of articles 6.3 and 6.9

6.3 The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

6.4 Model Article 11(2) shall be read

- (a) subject to articles 5 and 6.2, and
- (b) as if the final word was deleted and the words "two eligible directors" were added in its place

6.5 For the purposes of

- (a) any meeting (or part of a meeting) held in accordance with article 3 to authorise a director's conflict, or
- (b) any determination in accordance with article 5.4 or 5.5,

if there is only one director present who is not an interested director for the purpose of that authorisation or determination, the quorum for that meeting (or part of a meeting) is one eligible director

6.6 For the purposes of

- (a) any informal directors' resolution in accordance with Model Article 8 to authorise a director's conflict for the purposes of article 3, or
- (b) any determination in accordance with article 5.4 or 5.5 other than in a meeting,

if there is only one director in office who is not an interested director for the purpose of that resolution or determination, the quorum for the purpose of signing or passing that resolution or determination is one eligible director

6 7 Model Article 13(2) shall be read as if the words "to be counted" to "voting purposes" inclusive were omitted and the words "an eligible director for the purposes of that meeting (or part of a meeting)" were added in their place

6 8 For the purposes of Model Article 8, an informal resolution of the directors may be in written or electronic form

6 9 Where a decision of the directors is taken by electronic means, that decision must be recorded in permanent form, so that it may be read with the naked eye

6 10 A decision may not be taken in accordance with Model Article 8 if the eligible directors making that decision would not have formed a quorum at a directors' meeting resolving on the same matter

7 Appointment and removal of directors

7 1 In any case where, as a result of death or bankruptcy, the Company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) may, by notice in writing, appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director

7 2 In addition and without prejudice to the provisions of sections 168 and 169 CA 2006, the Company may by ordinary resolution remove any director before the expiry of his period of office and may, if thought fit, by ordinary resolution appoint another person in his place. Removal of a director in accordance with this article shall be without prejudice to any claim that director may have for damages for breach of any contract between him and the Company

8 Appointment and removal of alternate directors

8 1 Any director (the "appointor") may appoint as an alternate any other director, or any other person approved by resolution of the directors, to

(a) exercise that director's powers, and

(b) carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's appointor

8 2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors

8 3 The notice must

(a) identify the proposed alternate, and

- (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

9 Rights and responsibilities of alternate directors

9 1 An alternate director has the same rights, in relation to any directors' meeting or directors' written resolution, as the alternate's appointor

9 2 Except as these articles specify otherwise, alternate directors

- (a) are deemed for all purposes to be directors,
- (b) are liable for their own acts and omissions,
- (c) are subject to the same restrictions as their appointors, and
- (d) are not deemed to be agents of or for their appointors

9 3 A person who is an alternate director but not a director

- (a) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and
- (b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor)

No alternate may be counted as more than one director for the above purposes

9 4 Subject to these articles, if a director has an interest in an actual or proposed transaction or arrangement with the Company

- (a) that director's alternate may not vote on any proposal relating to it unless the interest has been duly declared (if so required by section 177 or section 182 CA 2006), but
- (b) this does not preclude the alternate from voting in relation to that transaction or arrangement on behalf of another appointor who does not have such an interest

9 5 A director who is also an alternate director has an additional vote on behalf of each appointor who is

- (a) not participating in a directors' meeting, and
- (b) would have been entitled to vote if they were participating in it

9 6 An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part (if any) of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Company



10 Termination of alternate directorship

10 1 An alternate director's appointment as an alternate terminates

- (a) when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,
- (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,
- (c) on the death of the alternate's appointor, or
- (d) when the alternate's appointor's appointment as a director terminates

11 Officers' expenses

- 11 1 Model Article 20 shall be amended by the insertion of the words "(including alternate directors) and the secretary (if any)" before the words "properly incur"

12 General meetings

- 12 1 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands take place or at which the poll is demanded, shall be entitled to a second or casting vote
- 12 2 Article 18 has effect in relation to the right to receive notices of general meetings
- 12 3 Model Article 44(3) shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article
- 12 4 Model Article 45(1) shall be amended by the insertion of the words "and a proxy notice which is not delivered in that form and that manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that article

13 Allotment and repurchase of shares

- 13 1 Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, all shares shall be issued to the persons, on the terms and conditions and with the rights, priorities, privileges or restrictions in each case as provided in the resolution creating or issuing the relevant shares. In the absence of any such provision, all shares shall be at the disposal of the directors who may issue them, subject to section 549 CA 2006, to such persons at such times and generally on such terms and conditions and with such rights, priorities, privileges or restrictions as they may think fit. Accordingly, and in accordance with section 567 CA 2006, sections 561(1) and 562 CA 2006 shall not apply to the Company



13 2 No share shall be issued to any infant, bankrupt or person who, by reason of that person's mental health, is subject to a court order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have

13 3 The Company may purchase its own shares in any way permitted by CA 2006, including (to the extent permitted by CA 2006) out of capital otherwise than in accordance with Chapter 5 of Part 18 CA 2006

14 Payment of dividends and other distributions

14 1 If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly

14 2 Model Article 31(1) shall apply as if the words "either in writing or as the directors may otherwise decide" were deleted from each of paragraphs (a) to (d) inclusive and replaced in each case by the words "in writing"

15 Unclaimed distributions

15 1 Model Article 33(3)(a) shall apply as if the words "twelve years" were deleted and the words "six years" were inserted in their place

16 Transmission of shares

16 1 Nothing in these articles or the Model Articles releases the estate of a deceased member from any liability in respect of a share solely or jointly held by that member

16 2 Model Article 27(3) shall be amended by the insertion of the words ", subject to article 7 1," after the word "But"

16 3 Model Article 29 shall be amended by the insertion of the words ", or the name of any person nominated under Model Article 27(2)," after the words "the transmittee's name"

17 Enjoyment or exercise of members' rights

17 1 Any member may by notice in writing to the Company nominate another person or persons as entitled to enjoy or exercise all or any specified rights of that member in relation to the Company in accordance with section 145 CA 2006

17 2 A member who has made a nomination in accordance with article 17 1 may vary or terminate that nomination by notice in writing to the Company

17 3 The Company shall act in accordance with every notice of nomination, variation or termination given in accordance with article 17 1 or article 17 2

18 Failure to notify contact details

18 1 If

- (a) the Company sends two consecutive documents to a member over a period of at least 12 months, and
- (b) each of those documents is returned undelivered, or the Company receives notification that it has not been delivered,

that member ceases to be entitled to receive notices from the Company

18 2 A member who has ceased to be entitled to receive notices from the Company becomes entitled to receive such notices again by sending in writing to the Company

- (a) a new address to be recorded in the register of members, or
- (b) if the member has agreed that the Company should use a means of communication other than sending things to such an address, the information that the Company needs in order to use that means of communication effectively

18 3 This article shall also apply to any person nominated in accordance with article 17 to receive any notice or document

19 Delivery of documents and information

19 1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient

- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider),
- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address, and
- (c) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this article, no account shall be taken of any part of a day that is not a working day



- 19 2 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by CA 2006
- 19 3 In accordance with section 1147(6)(a) CA 2006, where a document or information is sent or supplied by the Company to any member by electronic means, and the Company is able to show that it was properly addressed, it is deemed to have been received by the intended recipient one hour after it was sent (but subject to section 1147(5)) Section 1147(3) CA 2006 shall not apply to the Company
- 19 4 Article 20 3 does not apply where a document or information is in electronic form but is delivered by hand or by post or by other non-electronic means
- 19 5 Where a document or information is sent or supplied to the Company by one person (the "agent") on behalf of another person (the "sender"), the Company may require reasonable evidence of the authority of the agent to act on behalf of the sender

