

Company Number: 2294875

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RESOLUTIONS OF CARPETRIGHT PLC - PASSED ON 7<sup>th</sup> SEPTEMBER 2017

At the Annual General Meeting of Carpetright plc, duly convened and held at Carpetright plc, Purfleet Bypass, Purfleet, Essex, RM19 1TT on Thursday 7<sup>th</sup> September 2017 at 12:00 noon the following resolutions were passed as an Ordinary Resolution or Special Resolutions as the case may be:

ORDINARY RESOLUTION:

12. That for the purposes of section 551 of the Companies Act 2006 (the "Act") (and so that expressions used in this resolution shall bear the same meanings as in the said section 551):

12.1 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the Act respectively up to a maximum nominal amount of £226,415 to such persons and at such times and on such terms as they think proper during the period expiring at the earlier of the end of the next Annual General Meeting of the Company and the date which is 15 months after the date on which this resolution is passed (unless previously revoked or varied by the Company in general meeting); and further

12.2 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) in connection with a rights issue in favour of the holders of equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by them up to an aggregate nominal amount of £226,415, during the period expiring at the earlier of the end of the next Annual General Meeting of the Company and the date which is 15 months after the date on which this resolution is passed; subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and

12.3 the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said period and the Directors may allot such shares or grant such rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution,

so that all previous authorities of the Directors pursuant to the said section 551 be and are hereby revoked.

#### SPECIAL RESOLUTIONS:

13. That if resolution 12 granting authority to allot shares is passed, the Board be and is authorised in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561(1) and subsections (1)-(6) of section 562 of the Act did not apply to any such allotment or sale, provided that the power conferred by this resolution shall be limited to :

(A) the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities (but in the case of the authority granted under resolution 12.2 by way of a rights issue only) and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders or persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Board may consider necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and

(B) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £33,962;

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, the date which is 15 months after the date on which this resolution is passed) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. That if resolution 12 granting authority to allot shares is passed, the Board be and is authorised in addition to any authority granted under resolution 13 to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

(A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £33,962; and

(B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, the date which is 15 months after the date which this resolution is passed) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity

securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

16. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (as defined in section 693 of the said Act) of ordinary shares of 1p each in the capital of the Company ("ordinary shares") provided that:

16.1 the maximum number of ordinary shares hereby authorised to be purchased is 6,792,447;

16.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 1p per share, being the nominal amount thereof;

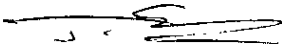
16.3 the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of: (i) 5% above the average of the middle market quotations for such shares taken from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the trading venue where the purchase is carried out;

16.4 the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next Annual General Meeting of the Company and the date which is 15 months after the date on which this resolution is passed; and

16.5 the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.

17. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

18. That the proposed amendments to the rules of the Carpetright Long Term Incentive Plan 2013 (the "Plan") in respect of the dividend equivalent provisions, the effect of which is summarised in the Chairman's letter accompanying this Notice of Annual General Meeting be and are hereby approved and the Directors be authorised to do all such acts and things as they may consider appropriate to implement the amendments.

  
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J. Sampson, Secretary