

**Topalpha (Orpington) Limited**  
Company no 04548400  
(the 'Company')

**Minutes of a meeting of the board of directors held on 7<sup>th</sup> September 2015 at Topps Tiles, Thorpe Way, Grove Park, Enderby, Leicestershire, LE19 1SU at 4:00pm**

Present Robert Parker (Chairman of the meeting)  
Matthew Thomas Mathieson Williams

In attendance Stuart Davey

Apologies for absence None

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**1 Chairman, notice and quorum**

It was noted that notice of the meeting had been duly given, that a quorum was present and that valid resolutions could therefore be passed. It was agreed that Robert Parker would be appointed as Chairman of the meeting.

**2 Declaration of interest**

The directors present at the meeting declared their interests in the matters to be discussed at the meeting pursuant to the Companies Act 2006 and the Articles of Association of the Company.

**3 Purpose of meeting**

The meeting had been convened for the purposes of considering the Topps Tiles plc group rationalisation and whether to proceed with an application for striking off the Company and, if so, to authorise the completion and submission of the relevant form to Companies House.

**4 Strike off application**

The directors noted that in order to proceed with a strike off application the Company must not in the previous three months have

- i traded or otherwise carried on business,
- ii changed its name,
- iii for value, disposed of property or rights that, immediately before it ceased to be in business or trade, it held for disposal or gain in the normal course of its business or trade, or
- iv engaged in any other activity except one necessary or expedient for making a striking-off application, settling the company's affairs or meeting a statutory requirement.

The directors further noted that all or a majority of them were required to sign a form DS01, a copy of which was produced to the meeting, which would then be submitted to Companies House with a cheque for £10. Within seven days thereafter a copy of the form must be sent to

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COMPANIES HOUSE

- i the members,
- ii any known actual or contingent creditors,
- iii HM Revenue & Customs,
- iv any employees,
- v any managers or trustees of any employee pension fund, and
- vi any directors who do not sign the form DS01

The directors reported that the Company meets the necessary requirements to proceed with a striking off application

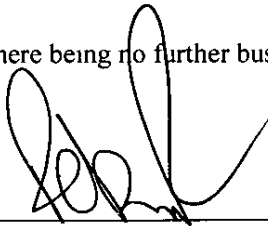
The directors further reported that there were no known actual or contingent creditors

Accordingly, it was resolved that Robert Parker and Matthew Thomas Mathieson Williams, being all of the directors of the Company, should sign the attached form DS01.

The directors noted that KPMG LLP had been engaged to assist with the necessary filing and notification requirements

The directors also noted that, upon acceptance of the striking off application, the Registrar would advertise the application and invite objections to the proposed striking off in the London Gazette ("the Gazette") and send confirmation of the proposed dissolution date to the Company. If no objections are lodged, the Registrar will strike the Company off not less than three months after the date of the advertisement and will publish a further notice in the Gazette confirming the dissolution.

There being no further business the meeting closed

A handwritten signature in black ink, appearing to be 'R Parker', written over a horizontal line.

Robert Parker  
Chairman of the meeting