

# BEVERIDGE FLOORING LIMITED

COMPANY NUMBER: 05363749

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## SPECIAL RESOLUTION ALTERING EXISTING ARTICLES OF ASSOCIATION

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That the Articles of Association of the Company be altered as follows

1 By rewording the following sections

5(b) The authorised share capital of the Company is to be divided as follows

250,000 Ordinary "A" Shares of [£1] each  
250,000 Ordinary "B" Shares of [£1] each  
250,000 Ordinary "C" Shares of [£1] each  
250,000 Ordinary "D" Shares of [£1] each  
250,000 Ordinary "E" Shares of [£1] each  
250,000 Ordinary "F" Shares of [£1] each  
250,000 Ordinary "G" Shares of [£1] each  
250,000 Ordinary "H" Shares of [£1] each

5 (c ) Rights of classes of Ordinary Shares

Subject to Sections 5(d) to 5(h) inclusive or as it otherwise specifically provided in this Memorandum all classes of shares shall rank pari passu, but shall constitute separate classes of shares

5 (d) Restrictions on transfer

The "B" Ordinary Shares, the "C" Ordinary Shares, the "D" Ordinary Shares, the "E" Ordinary Shares, the "F" Ordinary Shares, the "G" Ordinary Shares and the "H" Ordinary Shares, and any interest therein shall not be transferable except

(i) With the written consent of the Directors (and then only on the terms specified by them) or



- (ii) On and after the earlier of (i) the admission of any of the Company's shares to the Official List of [The international Stock Exchange of the United Kingdom and the Republic of Ireland Limited ("The Stock Exchange") and (ii) the granting of any application by the Company for the dealing in any of the Company's shares on any other public securities market (including the Alternative Investment Market) (each a "Listing"), or

- (iii) When a transfer is required by Article 5 (e),

5 (e) Compulsory transfer

- (i) If a "B" Ordinary Shareholder, "C" Ordinary Shareholder, "D" Ordinary Shareholder, "E" Ordinary Shareholder, "F" Ordinary Shareholder, "G" Ordinary Shareholder, "H" Ordinary Shareholder, directly holding "B", "C", "D", "E", "F", "G" and "H" Ordinary Shares leaves the Company for any reason whatsoever (including, without prejudice to the generality of the foregoing his/her retirement or dismissal or voluntary termination of his/her employment, death or becomes mentally incapacitated or becomes bankrupt or insolvent, then the Directors shall have the right within the period of 2 months from their becoming aware of such event, to require that such Ordinary Shareholder (or his personal representatives in case of death or mental incapacity) and the trustees of any trust established by him ("Compulsory Transferor") transfers his (or their) entire holding of "B", "C", "D", "E", "F", "G" and "H" Ordinary Shares (free from all liens, charges, encumbrances and third party rights whatsoever and together with all rights then attaching thereto) to the Company or such person(s) as the Directors shall nominate,
- (ii) The price at which such transfer shall be made shall be at the nominal value of the shares transferred,
- (iii) The Compulsory Transferor shall deliver a duly executed stock transfer form and the relative share certificate to the Company within 14 days in exchange for payment of such price,

- (iv) If a Compulsory Transferor fails to transfers such "B", "C", "D", "E", "F", "G" and "H" Ordinary Shares in accordance with Article 5 (d) (iii) the Directors may authorise any person to execute and deliver on his behalf the necessary stock transfer form and the Company shall receive the purchase money in trust for the Compulsory Transferor and cause the purchaser to be registered as the holder of such shares (subject to payment of any stamp duty) The receipt of the Company for the purchase money shall be a good discharge to the purchaser (who shall not be bound to see the application thereof) The Compulsory Transferor shall in such case be bound to deliver up his certificate for such "B", "C", "D", "E", "F", "G" and "H" Ordinary Shares to the Company whereupon he shall be entitled to receive the purchase price without interest

5 (f) Restrictions attaching to class "B", "C", "D", "E", "F", "G" and "H" Shares

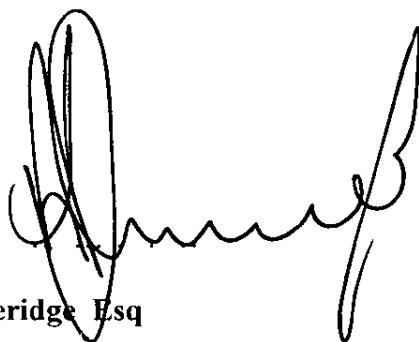
- (i) The holders of "B" Ordinary Shares, "C" Ordinary Shares, "D" Ordinary Shares, "E" Ordinary Shares, "F" Ordinary Shares, "G" Ordinary Shares, and the holders of "H" Ordinary Shares shall have no rights to appoint or remove directors of the Company or to vote at any general, ordinary or extraordinary meeting of the Company
- (ii) The holders of "B" Ordinary Shares, "C" Ordinary Shares, "D" Ordinary Shares, "E" Ordinary Shares, "F" Ordinary Shares, "G" Ordinary Shares, and the holders of "H" Ordinary Shares shall not have the right to request an audit and their capital entitlement on the sale of the shares shall not exceed £1 per share

5 (g) Variation of class rights

The rights attaching to the "A" Ordinary Shares shall only be adversely varied with the consent in writing of the holders of no less than 75 per cent of the "A" Ordinary Shares or by an extraordinary resolution passed at a separate class meeting of the holders of the "A" Ordinary Shares Any variation which does not adversely affect their rights shall not require such consent

5 (h) Purchase of own shares

Regulation 35 of Table A shall be modified by the deletion of the words "otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares" and the substitution for them of the words "whether out of its distributable profits or out of the proceeds of a fresh issue of shares or otherwise"

A handwritten signature in black ink, appearing to read 'P.A. Beveridge', with a large, stylized initial 'P' and a long, sweeping horizontal stroke.

**P.A Beveridge Esq**

**Dated: 29 March 2013**