

Companies Act 2006

WRITTEN RESOLUTIONS

OF

FAB FURNISHERS HOLDINGS LIMITED

(the "Company")

passed on 22 September 2017

Company No: 10964076

WEDNESDAY



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A13 22/11/2017 #142
COMPANIES HOUSE

The following resolutions were duly passed as ordinary and special resolutions on 22 September 2017 by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTIONS

- 1 **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £2.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on date no longer than five years from the date the resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired (and this authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act).
- 2 **THAT**, in accordance with section 190 of the Act, the directors be and are hereby authorised to proceed with the purchase by the Company of 2 ordinary shares of £1.00 each in Dickinsons Furnishers Limited from Dickinsons Retail Limited in accordance with the terms of a section 110 agreement made between (1) Dickinsons Retail Limited, (2) the Company, (3) DFL Contracting Holdings Limited (4) DFL Retail Holdings Limited, (5) the Liquidators (as defined therein) and (6) the Shareholders (as defined therein).

SPECIAL RESOLUTIONS

- 3 **THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
 - 3.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £2.00; and
 - 3.2 expire on the fifth anniversary of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed:

SM Tran
Director

Date 22 September 2017