

Company Number SC 041400

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS**

of

FORBO FLOORING UK LIMITED (the Company)

28th February 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as ordinary and special resolution ("the Resolution"):

ORDINARY RESOLUTION

That the members of the Company ratify the conduct of the Directors of the Company, namely a failure by the Director to hold an Annual General Meeting in accordance with Article 63 of the Articles of Association of the Company.

SPECIAL RESOLUTION

That the existing Articles of Association be amended by:-

- a) deleting Article 63; and
- b) deleting Article 64 and replacing it with the following:-

"64. All General Meetings shall be called Extraordinary Meetings."

- c) deleting Article 66 and replacing with the following new Article:-

"Notice of Meetings

66. Subject to any provisions of Statutes relating to meetings convened to pass Special Resolutions fourteen clear days' notice at the least of an Extraordinary Meeting specifying the place, the day, and the hour of the meeting and the general nature of the business to be conducted, shall be given in manner hereinafter mentioned to such persons as are under the Articles entitled to receive notices of General Meetings from the Company, but with the consent of all persons for the time being entitled as aforesaid, or of such proportion prescribed by Statutes, a meeting may be convened upon shorter notice, and in such manner as such persons may approve. The accidental omission to give any such notice to, or the non-receipt of notice by any such person, shall not invalidate any Resolution passed or proceeding had at any General Meeting. Every notice of a General Meeting shall comply with any requirements of Statutes as regards the notification to Members of their rights as to the appointment of proxies."

- d) deleting Article 67.
- e) deleting Article 95

THURSDAY



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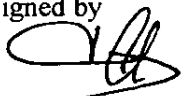
COMPANIES HOUSE

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

We, the undersigned, being the persons entitled to vote on the Resolution on 28th February 2013, hereby irrevocably agree to the Resolution:

Signed by



.....
Thierry Colas
Duly authorised for and on
Behalf of Forbo Participations SAS [Shareholder]

Date 28/2/2013

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company at Den Road, Kirkcaldy, Fife, UK, KY1 2ER. You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by 28th March 2013*, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

[*this is the end of a period of 28 days beginning with the Circulation Date]