

IN THE HIGH COURT OF NEW ZEALAND  
AUCKLAND REGISTRY

I TE KŌTI MATUA O AOTEAROA  
TĀMAKI MAKURAU ROHE

CIV-2026-404-247

UNDER

Part 15 of the Companies Act 1993

IN THE MATTER

of an application for orders approving a scheme of arrangement under Part 15 of the Companies Act 1993

BREMWORTH LIMITED

Applicant

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INITIAL ORDERS UNDER PART 15 OF THE COMPANIES ACT 1993  
SEALED 11 FEBRUARY 2026

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Judicial Officer: Justice Fitzgerald



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Russell  
McLeagh

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**TO:** The Registrar of the High Court at Auckland

**AND TO:** Any person the Court directs to be served

**THIS DOCUMENT NOTIFIES YOU THAT:**

- (a) The without notice interlocutory application for initial orders under Part 15 of the Companies Act 1993 ("**Act**") made by Bremworth Limited ("**Bremworth**") on 2 February 2026 was determined by the Honourable Justice Fitzgerald on 10 February 2026.
- (b) The determination was made following a telephone conference convened by her Honour Fitzgerald J on 10 February 2026, at which M Eastwick-Field and M S Bowie represented Bremworth.
- (c) The following orders were made:

**ORDERS**

**Timetable for Final Orders Application**

- 1. The originating application for orders approving the proposed return of capital to shareholders of Bremworth and acquisition of the shares in Bremworth by way of scheme of arrangement ("**Scheme**") under Part 15 of the Companies Act 1993 ("**Act**") ("**Final Orders Application**") will be heard at 2:15pm on 28 April 2026.

**Service and representation**

- 2. That:
  - (a) service of this without notice interlocutory application for initial orders relating to the Final Orders Application ("**Initial Orders Application**") be dispensed with;
  - (b) representation in relation to the Initial Orders Application be dispensed with;
  - (c) personal service of the Final Orders Application be dispensed with and, instead, the persons specified in these orders are to be served in accordance with these orders;
  - (d) Bremworth serves all documents filed in this proceeding (electronically and, if requested, in hard copy) on the Takeovers Panel, Floorscape Limited, and Mohawk Industries, Inc; and
  - (e) except as provided in these orders or required by section 236A of the Act:
    - (i) Bremworth is not required to serve any other documents on the persons specified in these orders; and



- (ii) if the hearing of the Final Orders Application is adjourned for any reason, only those persons who are entitled to appear and be heard under Initial Order 21 (or as otherwise directed by the Court) need to be served with notice of the adjourned hearing date.

#### **Court file not to be searched**

3. The Final Orders Application, all interlocutory applications, affidavits, memoranda, and all other documents related to the approval of the Scheme on the Court file shall not be searched, inspected, or copied until such time as the Scheme Meeting Materials (as defined in Initial Order 8) have been distributed to Bremworth shareholders ("Shareholders") in accordance with Initial Order 9.

#### **Scheme Meeting**

4. Bremworth shall:
  - (a) hold a special meeting of Shareholders ("Scheme Meeting") on a date to be confirmed, but at least 20 working days after distribution of the Scheme Meeting Materials (as defined in Initial Order 8) in accordance with Initial Orders 8 and 9, during normal business hours:
    - (i) in person at Bremworth's registered office at 7 Grayson Avenue, Papatoetoe, Auckland 2104; and
    - (ii) online through Computershare's virtual meeting platform;
  - (b) conduct the Scheme Meeting in respect of each interest class described in Initial Order 6 contemporaneously;
  - (c) at the Scheme Meeting, in accordance with Initial Order 5, put the resolution for Shareholders' consideration to approve the Scheme described in the Scheme Meeting Materials (as that term is defined at Initial Order 8), subject to any amendment to the Scheme by Bremworth before the Scheme Meeting in a manner consistent with these orders ("Resolution"); and
  - (d) except as otherwise provided in these orders, conduct the Scheme Meeting in accordance with the constitution of Bremworth and the provisions of the Act.
5. The Resolution shall be approved if it is passed (whether in person, online, by post, by corporate representative, or by proxy):
  - (a) by at least 75% of the votes of the Shareholders in each interest class entitled to vote and voting on the Resolution; and
  - (b) by a simple majority of the votes of those Shareholders entitled to vote.



6. The Shareholders are in the following interest classes for the purpose of voting at the Scheme Meeting:
  - (a) Godfrey Hirst NZ Limited; and
  - (b) all other Shareholders.
7. Only Shareholders whose names appear in the register of shareholders of Bremworth ("Register") as at:
  - (a) 5:00pm (New Zealand Time) on the date that is two working days before the date on which the Scheme Meeting Materials are sent ("Materials Entitlement Date") are entitled to receive the Scheme Meeting Materials (as defined in Initial Order 8 below); and
  - (b) 5:00pm (New Zealand Time) on the date that is two working days prior to the Scheme Meeting ("Voting Eligibility Date") are entitled to be represented and vote at the Scheme Meeting or any adjournment or postponement thereof.

#### Notice of meeting and information to Shareholders

8. Bremworth shall, at least 20 working days before the Scheme Meeting, distribute to each of the persons set out in Initial Order 9(a) below, documents in substantially the same form as exhibit "RJH-1" to the affidavit of Robert James Hewett affirmed 26 January 2026 filed herein, together with any amendments, revisions, or supplements included in accordance with Initial Order 15 ("Scheme Meeting Materials"). The Scheme Meeting Materials shall include a combined notice of meeting and scheme booklet which includes:
  - (a) a letter from the Chair of Bremworth;
  - (b) a notice of meeting, including:
    - (i) the formal notice of meeting, including the Resolution that Shareholders will be asked to vote on at the Scheme Meeting; and
    - (ii) explanatory notes, including procedural details for the Scheme Meeting;
  - (c) explanatory notes giving Shareholders details of the Scheme;
  - (d) a report from an independent adviser on the merits of the Scheme for Shareholders;
  - (e) the Scheme Plan (with final details of the capital return yet to be completed);
  - (f) a postal voting / proxy form for use by Shareholders for appointment of a proxy or corporate representative to vote on the Resolution at the Scheme Meeting or for postal voting on the poll at the Scheme Meeting; and



(g) a Scheme Deed Poll entered into by Floorscape Limited and Mohawk Industries, Inc in favour of Scheme Shareholders (as defined in the Scheme Plan) dated 1 October 2025.

*Distribution of Scheme Meeting Materials*

9. Bremworth shall:

- (a) at least 20 working days before the Scheme Meeting, distribute the Scheme Meeting Materials to:
  - (i) all of Bremworth's directors;
  - (ii) PricewaterhouseCoopers, Bremworth's auditors; and
  - (iii) all Shareholders whose names appear in the Register as Shareholders at the Materials Entitlement Date;
- (b) provide the Scheme Meeting Materials to Shareholders in terms of Initial Orders 8 and 9(a)(iii) by sending it to the Shareholders recorded on the Register at the Materials Entitlement Date:
  - (i) in electronic format to all Shareholders who have elected to receive documents from Bremworth in electronic format; and
  - (ii) for all other Shareholders, by ordinary mail in hardcopy format to the physical addresses recorded for those Shareholders on the Register;
- (c) provide, in the manner referred to in Initial Order 9(b) and as soon as practicable, a copy of the Scheme Meeting Materials to any person not referred to in Initial Order 9(a)(iii) who becomes a Shareholder and is entitled to vote on the Resolution after the Materials Entitlement Date and before the Voting Eligibility Date; and
- (d) from the first working day after the Scheme Meeting Materials are sent to Shareholders:
  - (i) make hard copies of the Scheme Meeting Materials available for inspection and removal by Shareholders at:
    - (aa) Bremworth's registered office;
    - (bb) Russell McVeagh's Auckland office at Level 30, Vero Centre, 48 Shortland Street, Auckland; and
    - (cc) Russell McVeagh's Wellington office at Level 24, 157 Lambton Quay, Wellington; and
  - (ii) make electronic copies of the Scheme Meeting Materials available for inspection and download from Bremworth's website.



10. Prior to the distribution of the Scheme Meeting Materials in accordance with Initial Order 9, Bremworth shall lodge the Scheme Meeting Materials on NZX's market announcement platform.
11. The Scheme Meeting Materials shall be deemed to have been received by those to whom they were ordered to be sent 48 hours after being sent in accordance with Initial Order 9(b).
12. Bremworth shall:
  - (a) at least 20 working days before the Scheme Meeting:
    - (i) publish and make available for download a copy of the sealed initial orders and Final Orders Application on its website;
    - (ii) make hard copies of the sealed initial orders and Final Orders Application available for inspection and removal at:
      - (aa) Bremworth's registered office;
      - (bb) Russell McVeagh's Auckland office at Level 30, Vero Centre, 48 Shortland Street, Auckland; and
      - (cc) Russell McVeagh's Wellington office at Level 24, 157 Lambton Quay, Wellington; and
  - (b) send a copy of the sealed initial orders and Final Orders Application to any Shareholder or other persons who will be bound by the Final Orders, who requests them (in hard or electronic copy as requested by that Shareholder or other person) within two working days of receiving the request (and such materials shall be deemed to have been received by the person who has requested them 48 hours after being sent).
13. Bremworth shall be granted leave to effect service on any Shareholders outside New Zealand in the manner referred to in Initial Order 9(b).
14. If Bremworth accidentally fails or omits to provide the Scheme Meeting Materials, the sealed Initial Orders, or the Final Orders Application to any person in accordance with the orders sought at Initial Orders 9 and 12, or if the documents are not received by any such person:
  - (a) any such failure or omission does not constitute a breach of the orders made in relation to the Scheme or invalidate the Resolution passed or proceedings taken at the Scheme Meeting; but
  - (b) where any such failure or omission is brought to Bremworth's attention, Bremworth shall endeavour to rectify it by the method and in the time most reasonably practicable in the circumstances.



### **Powers of amendment or adjournment**

15. Directing that:

- (a) Bremworth may make such amendments, revisions, or supplements to the Scheme Meeting Materials as it may determine are in its best interests, or the best interests of Shareholders or other affected and properly interested persons.
- (b) Clarien Partners Limited ("Clarien"), as independent adviser, may, before or after the Scheme Meeting Materials are distributed to Shareholders, make such amendments to the Independent Adviser's Report which Clarien considers are necessary or appropriate to complete and finalise the draft Independent Adviser's Report which is annexed to the affidavit of Christopher Mark Smith affirmed 27 January 2026, or as Clarien determines necessary or appropriate to reflect any change in circumstances before the date of the Scheme Meeting.
- (c) Where possible, any amendments to the Scheme Meeting Materials, made pursuant to (a) and (b) above will be:
  - (i) made before Bremworth distributes the Scheme Meeting Materials in accordance with Initial Order 9 or as otherwise directed to be served with this application, in which case, it will be the Scheme Meeting Materials as amended that will be distributed to Shareholders in accordance with Initial Order 9; but
  - (ii) if any material amendment to a document contained in the Scheme Meeting Materials is made after the Scheme Meeting Materials are distributed in accordance with Initial Order 9 and more than 72 hours before the Scheme Meeting (including any adjournment of the Scheme Meeting), Bremworth will notify those persons identified at Initial Orders 9 and 12(b) of such amendment by lodging a notice on NZX's market announcement platform, or other means that it considers will ensure timely notification.

### **Reporting the results of the Scheme Meeting**

16. As soon as practicable after voting at the Scheme Meeting is complete and the results are advised to the Chair of the Scheme Meeting by the Scrutineer of the Scheme Meeting, Bremworth shall notify the outcome of the Scheme Meeting by:

- (a) lodging the results on NZX's market announcement platform; and
- (b) serving written notice electronically on persons entitled under Initial Order 21 to appear and be heard at the hearing of the Final Orders Application.



17. Bremworth shall, prior to the Court's consideration of the Final Orders Application, file with this Court an affidavit or affidavits:

- (a) verifying compliance with the requirements of these initial orders; and
- (b) verifying the actions taken and the voting on the Resolution put to Shareholders.

#### **Rights of opposition**

18. For the orders sought at Initial Order 19 and 20, a "**Valid Service Address**" will be:

- (a) email addressed to marika.eastwick-field@russellmcveagh.com; or
- (b) delivered to Russell McVeagh, Level 30, Vero Centre, 48 Shortland Street, Auckland 1010.

19. Any Shareholder who wishes to appear and be heard on the Final Orders Application must, by 5:00pm on the date that is five working days prior to the hearing of the Final Orders Application, file in the High Court at Auckland and serve on Bremworth at the Valid Service Address:

- (a) a notice of appearance (containing an address for service within New Zealand, together with an electronic address at which documents can be served on that Shareholder); or
- (b) if they oppose the Final Orders Application:
  - (i) a notice of opposition (containing an address for service within New Zealand, together with an electronic address at which documents can be served on that Shareholder);
  - (ii) any affidavit(s); and
  - (iii) a memorandum of submissions on which they intend to rely.

20. Any other person claiming to have a proper interest in the Scheme and who wishes to appear and be heard on the Final Orders Application must, by 5:00pm on the date that is five working days prior to the hearing of the Final Orders Application, file in the High Court at Auckland and serve on Bremworth at the Valid Service Address:

- (a) an application for leave to be heard on the Final Orders Application (containing an address for service within New Zealand, together with an electronic address at which documents can be served on that person);
- (b) if intending to oppose the Final Orders Application, a notice of opposition;
- (c) any affidavit(s); and



(d) any memorandum of submissions on which that person intends to rely.

21. The only persons entitled to appear and be heard on the Final Orders Application shall be:

- (a) Bremworth;
- (b) Floorscape Limited;
- (c) Mohawk Industries, Inc;
- (d) the Takeovers Panel;
- (e) those Shareholders who file a notice of appearance or opposition in accordance with Initial Order 19; and
- (f) those persons who claim to have an interest in the Scheme who file an application for leave to be heard and, where applicable, a notice of opposition to the Final Orders Application in accordance with Initial Order 20 (subject to subsequently being granted leave to appear and be heard at the hearing of the Final Orders Application).

22. Bremworth shall serve electronically:

- (a) by 5:00pm on the date that is three working days prior to the hearing of the Final Orders Application, a copy of all documents filed to date in support of the Final Orders Application; and
- (b) as soon as reasonably practicable after filing, any other documents filed in support of the Final Orders Application,

upon such party who has filed, and served on Bremworth, the documents specified in Initial Orders 19 and 20 (at the electronic address provided by that person pursuant to the orders sought at Initial Orders 19(b)(i) and 20(a) respectively).

**Leave to apply**

23. Bremworth is granted leave to apply to vary these interlocutory orders and to apply for such further interlocutory orders as may be necessary or appropriate at any time prior to the Court's determination of the Final Orders Application.

Dated: 11 February 2026




(Deputy) Registrar

**R KUMAR**  
**DEPUTY REGISTRAR**