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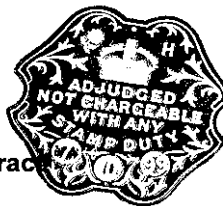
Please do
not write in
this margin

Please complete
legibly, preferably in
black type, or bold
block lettering

COMPANIES FORM No. 88(3)
Particulars of a contract
relating to shares allotted
as fully or partly paid up
otherwise than in cash

Pursuant to section 88(3) of the Companies Act 1985

**Note: This form is only for use when the contract
has not been reduced to writing**

**88(3)**

Please do not
write in the space
below. For Inland
Revenue use only.

To the Registrar of Companies
(Address overleaf)

For official use

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Company number

257489

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing. A reduced rate of ad valorem duty may be available if this form is properly certified at the appropriate amount.

Name of company

* MATTHEWS OFFICE FURNITURE PLC

* insert full name
of company

gives the following particulars of a contract which has not been reduced to writing

1 The number of shares allotted as fully or partly paid up otherwise than in cash	2,755,206
2 The nominal value of each such share	£ 1 00
3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£ 1 00
b The value of each share allotted i.e. the nominal value and any premium	£ 1 00
c The amount to be considered as paid up in respect of b	£ 1 00
4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8, state the nature and amount of such consideration, and the number of shares allotted	Please see attached

Presentor's name address and
reference (if any):

Brabner Holden Banks
Wilson, 1 Dale Street,
Liverpool L2 2ET

For official Use
Capital Section



5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£	
6 If the allotment is made in consideration of the release of a debit, e.g., a director's loan account, state the amount released	£	
7 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue	£	
8 If the allotment is made in satisfaction of part of satisfaction of the purchase price of property, give below:		
a brief description of property:		
b <i>full particulars of the manner in which the purchase price is to be satisfied</i> Amount of consideration payable in cash or bills Amount of consideration payable in debentures, etc . . Amount of consideration payable in shares <i>Liabilities of the vendor assumed by the purchaser:</i> Amounts due on mortgages of freeholds and/or leaseholds including interest to date of sale Hire purchase etc debts in respect of goods acquired. . Other liabilities of the vendor, Any other consideration	£	p

Please do not write in this margin

* Where such properties are sold subject to mortgage, the gross value should be shown

9 Give full particulars in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:

Legal estates in freehold property and fixed plant and machinery and other fixtures thereon *	
Legal estates in leasehold property *	
Fixed plant and machinery on leasehold property (including tenants', trade and other fixtures)	
Equitable interests in freehold or leasehold property *	
Loose plant and machinery, stock-in-trade and other chattels (plant and machinery should not be included under this head unless it was in actual state of severance on the date of the sale)	
Goods, wares and merchandise subject to hire purchase or other agreements (written down value)	
Goodwill and benefit of contracts	
Patents, designs, trademarks, licences, copyrights, etc. Book and other debts	
Cash in hand and at bank on current account, bills, notes, etc	
Cash on deposit at bank or elsewhere	
Share's, debentures and other investments	
Other property	

£

† Insert
Director,
Secretary,
Administrator,
Administrative Receiver or
Receiver
(Scotland) as appropriate

Signed



Designation

DIRECTOR

Date

23/9/99

§ This certificate must be signed by the persons to whom the shares have been allotted, as well as by an officer of the company.

Certificate of value

It is certified that the transaction effected by the contract does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £

Signed

Date

Signed

Date

1. Before this form is delivered to Companies House it must be "stamped" by an Inland Revenue Stamp Office to confirm that the appropriate amount of Stamp Duty has been paid. Inland Revenue Stamp Offices are located at:

Birmingham Stamp Office
Ground Floor
City House
140-146 Edmund Street
Birmingham B3 2LG

DX: 15001 Birmingham 1
Tel: 0121 200 3001

Bristol Stamp Office
The Pithay
All Saints Street
Bristol
BS1 2NY

DX: 7899 Bristol 1
Tel: 0117 945 6874 / 5

Manchester Stamp Office
Alexandra House
Parsonage
Manchester
M60 9BT

DX: 14430 Manchester
Tel: 0161 833 2752

Newcastle Stamp Office
15th Floor, Cale Cross House
156 Pilgrim Street
Newcastle Upon Tyne
NE1 6TF

DX: 61021 Newcastle Upon Tyne
Tel: 0191 245 0200

Edinburgh Stamp Office
Mulberry House
16 Picardy Place
Edinburgh
EH1 3NF

DX: ED 303 Edinburgh 1
Tel: 0131 556 8511

London Stamp Office
(*Personal callers only*)
South West Wing
Bush House
Strand
London WC2B 4QN

Tel: 0171 438 7252/7452

Worthing Stamp Office
(*Personal applications only*)
Ground Floor
East Block
Barrington Road
Worthing BN12 4SE

DX: 3799 Worthing 1
Tel: 01903 508930

Cheques for Stamp Duty must be made payable to "Inland Revenue - Stamp Duties" and crossed "Not Transferable".

NOTE. This form must be presented to an Inland Revenue Stamp Office for stamping together with the payment of duty within 30 days of the allotment of shares, otherwise Inland Revenue penalties may be incurred.

2 After this form has been "stamped" and returned to you by the Inland Revenue it must be sent to:

For companies registered in:

England and Wales:

The Registrar of Companies
Companies House
Crown Way
Cardiff CF4 3UZ

DX: 33050 Cardiff

Scotland:

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh EH1 2EB

DX: 235 Edinburgh

FORM 88(3)

CONTINUED

- 4 As part of a Scrip Dividend Arrangement the 2,755,206 'B' Ordinary Shares of £1 each were issued in exchange 2,755,206 for Ordinary Shares of £1 each (renamed as 'A' Ordinary Shares of £1 each) in the Company as part of the Scrip Dividend Arrangement. A copy of the Resolution dated 17th September 1999 dealing with the exchange is annexed hereto and please refer in particular to Resolution number 7. The Ordinary Shares of £1 each (renamed as 'A' Ordinary Shares of £1 each) were returned to the Company to form part of the unissued share capital of the Company. Please note that as a result of such exchange the amount of the Company's issued and authorised share capital did not change.

Company No: 257489

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS OF

MATTHEWS OFFICE FURNITURE PLC

At an Extraordinary General Meeting of the Company duly convened and held on 17th day of September 1999 the following Resolutions were duly passed.

ORDINARY RESOLUTIONS

1. "That 4,000,000 of the Ordinary Shares of £1 each in the capital of the Company ("the 4,000,000 Ordinary Shares") 3,188, 450 of which are in issue (at the date hereof) being held by those members of the Company registered in the Register of Members of the Company on the 17th September 1999 be renamed as 'A' Ordinary Shares of £1 ("the 'A' Ordinary Shares) each and that record of such change be noted on each member's share certificate when next produced to the Company for alteration and also entered into the books and Registers of the Company."
2. "That 6,000,000 of the unissued Ordinary Shares of £1 each in the capital of the Company be and are hereby reclassified from 6,000,000 Ordinary Shares (the "Ordinary Shares") into 4,000,000 'B' Ordinary Shares of £1 each (the "'B' Ordinary Shares") and 2,000,000,000 'C' Ordinary Shares of 0.1 pence each (the "'C' Ordinary Shares")"
3. "That in respect of the 'B' Ordinary Shares the Directors be and are hereby authorised pursuant to Section 121 of the Companies Act 1985 and the Company's Articles of Association to offer the members holding such shares the right to elect to receive 'C' Ordinary Shares, credited as fully paid, in whole or in such part as the Directors may determine instead of cash in respect of any dividend or dividends to be declared in respect of such shares (the "Scrip Dividend") in which case the following provisions shall apply:-
 - 3.1 Such right shall be offered as the Directors may determine from time to time and will be notified to the members of the Company at the time of declaration of any dividends declared
 - 3.2 The Directors may make such provision as they think fit for any fractional entitlements including provisions whereby fractional entitlements are retained and accumulated on behalf of any holder of such 'B' Ordinary Shares and such retained entitlements shall be applied in the allotment of fully paid shares by way of bonus shares to such member or cash subscription of fully paid shares on such member's behalf

- 3.3 The Directors after determining the basis of allotment shall notify the members in writing of the right of election offered to them and shall send with or following such notification forms of election and specify the procedure to be followed and place at which and the latest time by which duly completed forms of election must be lodged in order to be effective
- 3.4 Any dividend (or that part of any dividend in respect of which a right of election shall be offered) shall not be payable on shares in respect of which the election has been fully made ("the Elected Shares") and instead 'C' Ordinary Shares shall be allotted to the holders of the Elected Shares. For such purpose the Directors shall capitalise out of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account) whether or not the same is available for distribution as the Directors may determine such sum as is necessary to pay up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the Elected Shares"
4. "That the 'A' Ordinary Shares shall continue to have such rights as are held by the 4,000,000 Ordinary Shares immediately prior to the passing of resolutions 1 and 2 above"
- 5 "That the 'B' Ordinary Shares and the 'C' Ordinary Shares (if and when issued) shall have the following rights attached to them:-

5.1 Income

All sums paid by the Company by way of dividend or other distribution (other than by way of Scrip Dividend) shall be applied so that for the purposes of such dividend or other distribution (other than any Scrip Dividend) :-

5.1.1 to the extent that there are only 'A' Ordinary Shares and 'B' Ordinary Shares in issue each such share(s) shall rank parri passu

5.1.3 to the extent that there are 'C' Ordinary Shares in issue then for each member who holds both 'B' Ordinary Shares and 'C' Ordinary Shares one 'B' Ordinary Share and one hundred 'C' Ordinary Shares shall :-

5.1.3.1 rank equally as between themselves as a group so that one "B" Ordinary Share shall have the same rights to share in income as one "C" Ordinary Share ; and

5.1.3.2 together rank parri passu with one 'A' Ordinary Share

and for any member who shall not hold "C" Ordinary Shares his or her "B" Ordinary Shares shall continue to rank parri passu with the "A" Ordinary Shares

5.2 Voting

The voting rights attaching to the 'B' Ordinary Shares and the 'C' Ordinary Shares shall be as follows :-

5.2.1 to the extent that there are only 'A' Ordinary Shares and 'B' Ordinary Shares in issue then the 'B' Ordinary Shares shall have one vote per share and the 'A' Ordinary Shares and the 'B' Ordinary Shares shall rank pari passu

5.2.3 to the extent that there are 'C' Ordinary Shares in issue then for each member who holds both 'B' Ordinary Shares and 'C' Ordinary Shares one 'B' Ordinary Share and one hundred 'C' Ordinary Shares shall together hold one vote and shall:-

5.2.2.1 rank equally as between themselves as a group so that one "B" Ordinary Share shall have 1/101st of one vote and one "C" Ordinary Share shall have 1/101st of one vote; and

5.2.2.3 together rank parri passu with one 'A' Ordinary Share

and for any member who shall not hold "C" Ordinary Shares his or her "B" Ordinary Shares shall continue to rank parri passu with the "A" Ordinary Shares

Return of Capital

On a return of assets on sale liquidation or capital reduction or otherwise the assets of the Company remaining after the payment of its liabilities shall be applied in payment to the members (or their successors in title) as follows:-

5.3.1 to the extent that there are only 'A' Ordinary Shares and 'B' Ordinary Shares in issue each such share(s) shall rank parri passu

5.3.3 to the extent that there are 'C' Ordinary Shares in issue then for each member who holds both 'B' Ordinary Shares and 'C' Ordinary Shares one 'B' Ordinary Share and one hundred 'C' Ordinary Shares shall:-

5.1.3.3 rank equally as between themselves as a group so that one "B" Ordinary Share shall have the same rights to share in a return of assets as one "C" Ordinary Share; and

5.1.3.4 together rank parri passu with one 'A' Ordinary Share

and for any member who shall not hold "C" Ordinary Shares his or her "B" Ordinary Shares shall continue to rank parri passu with the "A" Ordinary Shares"

6. "That:-

6.1 (in substitution for all existing authorities pursuant to Section 80 of the Companies Act 1985) the Directors be and they are hereby generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of that Act) provided that:-

6.1.1 The aggregate of the nominal amount of such securities shall not when aggregated with the shares already in issue on the passing of this resolution exceed the aggregate of £10,000,000; and

6.1.2 This authority shall unless previously varied renewed or extended, expire on 31st January 2000 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance to such an offer or agreement as if the authority conferred hereby has not expired"

6.2 the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of that Act) pursuant to the authority conferred by resolution 6.1 above as if Section 89(1) of the Companies Act 1985 did not apply to the said allotment"

7. "That in respect of every member registered in the Register of Members of the Company on the 17th September 1999 from whom the Company shall either have received a completed share exchange option notice by close of business on 15th September 1999 or who shall have delivered such notice to the Chairman at the extraordinary general meeting of the Company on the 17th September 1999 in the form annexed to this Resolution (an "Option Notice") the number of the Ordinary Shares (renamed 'A' Ordinary Shares in accordance with resolution 1 above) registered in the Register of Members of the Company on 17th September 1999 in his her or their name(s) as specified by him her or them in his her or their Option Notice be and are hereby delivered to the Company who shall cancel the registration of such shares against the specified members' name in the Register of Member and replace such shares by the allotment of an equal number of 'B' Ordinary Shares

8. "That if no Option Notice shall have been received by the Company by close of business on 15th September 1999 or delivered to the chairman at the extraordinary general meeting of the Company on 17th September 1999 from any member registered as a member of the Company in the Register of Members of the Company on 17th September 1999 his her or their Ordinary Shares shall be renamed 'A' Ordinary Shares"

9. "That all 'A' Ordinary Shares delivered to the Company in accordance with the provisions of resolution 7 above will from the point of delivery be re-designated as unissued shares and will form part of the unissued 'A' Ordinary Shares class of the authorised share capital of the Company".

A handwritten signature in dark ink, appearing to read "David Matthews", is written over a horizontal dotted line.

Chairman

THE SHARE EXCHANGE OPTION NOTICE ("OPTION NOTICE")

To the Board of Directors
Matthews Office Furniture plc
P O Box 70
Reginald Road
St Helens
Merseyside
WA9 4JE

Dear Sirs

**Re: Ordinary Shares of £1 each in the capital of
capital of Matthews Office Furniture plc
("the Company")**

I being the holder of
Ordinary Shares of £1 each in the capital of the Company ("my Shares") hereby request that:-

..... of my Shares be exchanged for an equal number of 'B' Ordinary
Shares of £1 each in the capital of the Company

and I confirm that :-

- (i) I understand and approve the renaming of those of my Shares not requested to be exchanged as 'A' Ordinary Shares; and
- (ii) I hereby waive any rights of pre-emption conferred on me by the articles of association of the Company or otherwise in respect of the allotment of any shares in the Company and further and specifically in respect of any 'B' Shares and/or 'C' Ordinary Shares to any other members of the Company and I confirm that my only requirement as to allotment of that number of 'B' Ordinary Shares I have specified in this Option Notice.

.....
Shareholders signature

Dated September 1999