

J.S. 3.

No. of
Company }

257489

Form No. 41.

"The Companies Act, 1929."

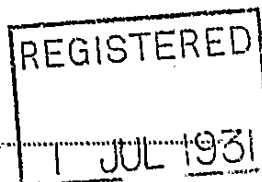


A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of compliance with the requirements of the

Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).



Name of
Company

D. Matthews & Son Limited.

S/14389—28/6/30.

Telegrams: "WOODROW," LIVERPOOL.

Telephone: BANK 730 (3 Lines).

H. T. WOODROW & CO. LTD.

Joint Stock Company Printers, Publishers, Stationers,
and Registration Agents,

3 & 5, COOK STREET, LIVERPOOL.

Presented by

I, Louis Matthews
of 8 Dean Avenue, Wallasey, Cheshire
shop
& office fitter

(a) Here insert—

"A Solicitor of the
"Supreme Court" (or in
Scotland "an Enrolled
"Law Agent") "engaged
in the formation," or "A
"person named in the
"Articles of Association
"as a Director or
"Secretary."

Do solemnly and sincerely declare that I am^(a) a person
named in the articles of association as a
Director

of D. Matthews & Son

Limited, and that all the requirements of the Companies Act, 1929, in
respect of matters precedent to the registration of the said Company
and incidental thereto have been complied with. And I make this
Solemn Declaration conscientiously believing the same to be true and by
virtue of the provisions of the "Statutory Declarations Act, 1835:"

Declared at Liverpool in the County
of Lancaster

the twenty-second day of June
one thousand nine hundred and thirty-one
before me,

Louis Matthews

J.S. 10.

Number of } 257489
Certificate } *v*

THE STAMP ACT, 1891,

(54 & 55 VICT. CH. 39),

AND FINANCE ACTS 1896 & 1920.

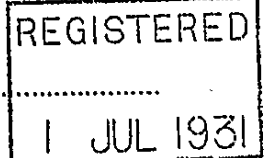
COMPANY LIMITED BY SHARES.

Statement of Nominal Capital

OF

D. Matthews & Son

Limited.



Pursuant to Section 112 of the Stamp Act, 1891, Section 12
Finance Act, 1896, and Section 39 Finance Act, 1920.

*NOTE.—The Stamp Duty on the Nominal Capital is Twenty Shillings
for every £100 or fraction of £100—See last page of this form.*

This Statement is to be filed with the Memorandum of Association, or other
Documents, when the Company is registered.

Telegrams—
"WOODROW," LIVERPOOL.

Telephone :
730 Bank (3 Lines).

H. T. WOODROW & CO., LIMITED,

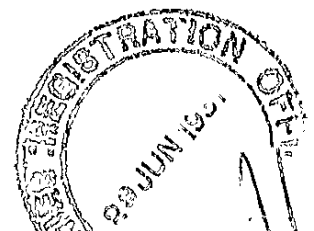
Joint Stock Company Printers, Publishers, Stationers,
and Registration Agents,

3 & 5, COOK STREET, LIVERPOOL.

Presented by

R. DUNCAN FRENCH & CO.

14 JUN 1931



THE NOMINAL CAPITAL

OF

D. Matthews & Son..... Limited,

is *Three Thousand*..... Pounds,

(*£3000*——) divided into *3000 Ordinary*.....

Shares of *One pound*..... each.

Signature *Louis Matthews*.....

* *Director*

Dated the *twenty-seventh* day of

June..... 19*31*

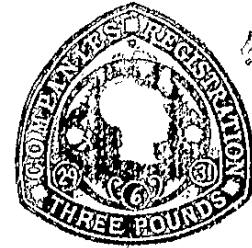
*State whether Director, or Manager, or Secretary.

257489 / 3



The Companies Act, 1929,

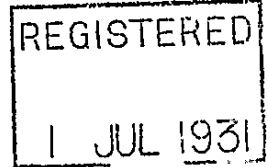
COMPANY LIMITED BY SHARES.



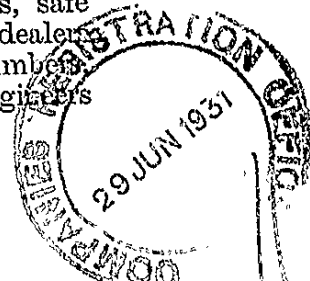
Memorandum of Association

OF

D. Matthews & Son Limited.



1. The Name of the Company is D. Matthews & Son Limited.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :—
 - (A) To purchase or otherwise acquire and take over the goodwill and certain of the assets of the business of a shop and office fitter and furnisher, now carried on by Louis Matthews at Nos. 14 to 16, Manchester Street, in the City of Liverpool, under the style or firm of "D. Matthews & Son," and with a view thereto to enter into the agreement referred to in Clause 3 of the Company's Articles of Association and to carry the same into effect with or without modification.
 - (B) To carry on the business referred to in the preceding paragraph as the same has been carried on heretofore by the said Louis Matthews.
 - (C) To carry on the business of manufacturers of and dealers in furniture and upholstery, carpets, blinds, table and other linen, china, crockery, stoneware, earthenware, glass, ironmongery, copperware, tinware, enamelledware, silver and other plate and plated goods, cutlery and the like articles and generally of office and shop and ship furnishers and decorators, carpenters, joiners, cabinet makers, upholsterers, french polishers, locksmiths, safe factors, and of paper hangers and manufacturers of and dealers in wall and other papers and of painters, glaziers, plumbers, tilers, gas and electric light engineers, water and sanitary engineers



and builders and to undertake and carry out the furnishing, fitting, equipping, lighting and heating, draining, decorating and preparing for occupation of any offices, shops, houses, hotels, warehouses or other buildings and ships.

- (D) To carry on any other business, whether manufacturing or otherwise, which may from time to time seem capable of being conveniently carried on in connection with any such business aforesaid, or otherwise calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights, and to manufacture, repair, buy, sell and deal in all kinds of plant, machinery, apparatus, fixtures, fittings, goods and articles of all kinds for use in any of the businesses aforesaid, or for use in advertising any of the said businesses.
- (E) To purchase, take on lease or in exchange, hire or otherwise acquire any freehold or leasehold land and buildings, shops, offices and other property, for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any such land or other property, and to construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company.
- (F) To apply for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, excise or other licences, protections, concessions, copyrights, secret or other information as to any invention, and exclusive or other rights of use which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, or any similar business, or possessed of property suitable for the purposes of this Company, and, as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, union of interests, joint adventure, reciprocal concessions, co-operation, limiting competition, or mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid, or property acquired, any shares (fully or partly paid), debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, and to enter into contracts and arrangements of all kinds with builders, contractors, tenants and others.
- (I) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons or companies either at interest or without and generally on such terms as may seem expedient, and in particular to customers and others having dealings with the Company upon the security of freehold or leasehold property by way of mortgage or upon marketable securities, and to give guarantees or become security for any such persons or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of bonds or debentures or debenture stock, perpetual or otherwise, and to secure the payment of any money or the repayment of any money borrowed, raised, or owing by the Company by bonds or debentures or debenture stock perpetual or otherwise charged or not charged upon, or by mortgage, charge, or lien upon the whole or any part or parts of the Company's property or assets (whether present or future) including its uncalled or unissued Capital, and also by all or any of such methods to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to create and issue at par or at a premium or discount debentures, debenture stock, mortgage debentures and other securities of any description whatever or to purchase, redeem, exchange, vary, extend or pay off or re-issue any such securities.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments, and whether the same shall be drawn accepted or made in payment for any real estate or chattels real or personal or for obtaining credit to the Company.
- (M) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (N) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (O) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

- (r) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise, and to give any officers, servants, or employees of the Company any share or interest in the profits of the Company's business or any branch thereof and for that purpose to enter into any arrangement the Company may think fit.
- (q) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, or securities of this Company.
- (r) To support and subscribe to any charitable or public object, and to any institution, society, or club, which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or to the wives, children or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (s) To promote any other company for the purpose of acquiring all or any of the property and undertaking all or any of the liabilities of this Company, or of undertaking any business or operation which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (r) To accept payment for any property sold or otherwise disposed of or dealt with by the Company either in cash or by instalments or otherwise, or in shares or securities, of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or by means of a mortgage or partly in any one mode and partly in another or others, and generally on such terms as the Board may approve.
- (u) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares (fully or partly paid), debentures, or securities of any company purchasing the same.
- (v) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £3,000, divided into 3,000 Ordinary Shares of £1 each.

The Company has power from time to time to increase or reduce its capital, and to issue any shares in the original or increased capital with preferred, deferred, or other special rights, or with such restrictions, whether in regard to dividend, voting, return of capital, or otherwise, as the Company may from time to time by Special Resolution determine.

WE, the several persons, whose Names, Addresses, and Descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Louis Matthews</i> <i>8 Dean Avenue</i> <i>Wallasey</i> <i>Shop Fitter.</i>	<i>One</i>
<i>Florence Gaudie Matthews.</i> <i>married woman.</i> <i>8, Dean Avenue.</i> <i>Wallasey.</i> <i>Cheshire.</i>	<i>One</i>

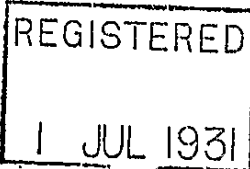
Dated this *26th* day of *June* 1931,

Witness to the above signatures—

W. J. Allen.
B. Queen Ins. Bldg.
Dale St. Liverpool
Ship Broker.



257489^s / 4



The Companies Act, 1929.

COMPANY LIMITED BY SHARES.

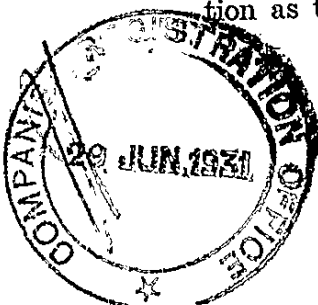
Articles of Association

OF

D. Matthews & Son Limited.

1.—The Regulations contained in Table A in the First Schedule to the Companies Act, 1929 (hereinafter called Table A), shall apply to the Company, with the following additions and amendments, and if there shall be any contradiction or inconsistency between Table A and the following special Articles, the said special Articles shall prevail.

2. The Shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions, and either at a premium or at par, and at such times as the Directors think fit, and with full power to give to any person the call of any shares, either at par or at a premium, during such time and for such consideration as the Directors think fit.



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3. The Company shall forthwith enter into an Agreement with Louis Matthews in the terms of the draft which has for the purpose of indentification been signed by the subscribers to the Memorandum of Association and the said Agreement shall be carried into effect with full power nevertheless from time to time to agree to any modification of the terms of such Agreement either before or after the execution thereof. No objection shall be taken to such Agreement on the ground that the said Louis Matthews is or is about to become a Director of the Company or that the original management of the Company does not constitute an independent Board.

4. The Company is to be a Private Company, and accordingly :—

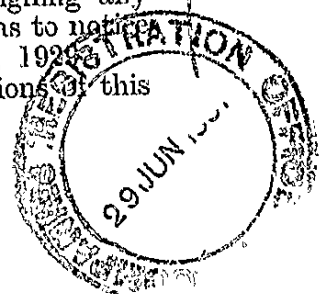
- (A) The number of members for the time being of the Company (exclusive of persons who are for the time being in the employment of the Company and persons who having been formerly in the employment of the Company were, while in that employment, and have continued after the determination of that employment to be members of Company) is not to exceed fifty, but where two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this paragraph, be treated as a single member.
- (B) Any invitation to the public to subscribe for any shares or debentures or debenture stock of the Company is hereby prohibited.
- (C) The right of transfer of shares shall be restricted as hereinafter provided.

5. If, by the conditions of allotment of any share, the whole or any part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time shall be the registered holder of the share or his personal representative.

6. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares, debentures or debenture stock of the Company, but so that if the commission in respect of shares shall be paid or payable out of capital the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed 10 per cent. of the price at which the shares, debentures or debenture stock in each case are issued. The commission may be paid or satisfied in cash or in shares, debentures or debenture stock of the Company.

7. Save as herein otherwise provided the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not, except as ordered by a Court of competent jurisdiction, or as by statute required, be bound to recognise any equitable or other claim to or interest in such share on the part of any other person.

8. The Directors may in their absolute and uncontrolled discretion refuse to register any proposed transfer of shares without assigning any reason for such refusal but they shall comply with the provisions as to notice of such refusal contained in Section 66 of the Companies Act, 1929. Clause 19 of Table A shall take effect subject to the provisions of this Article.



9. The following clause shall be substituted for Clause 7 of Table A :
The Company shall have a first and paramount lien upon all the shares other than fully paid up shares, registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for his debts, liabilities and engagements, solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and no equitable interest in any share shall be created except upon the footing and condition that Clause 7 hereof is to have full effect. And such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

10. The proceeds of sale of such shares (instead of being applied as in Clause 10 of Table A provided), shall be applied in payment of such debts, liabilities and engagements as and when the period for the payment, fulfilment, or discharge thereof respectively arrives, and any surplus shall be paid to such member or his personal representative.

11. In Clause 11 of Table A the words "and not by the terms of issue made payable at fixed times" shall be inserted immediately after the words "their shares," and the words "time when the last preceding call was made payable" shall be substituted for the words "last call" and the following words shall be added at the end of the same Clause, namely, "A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed."

12. In clause 22 of Table A, the words "where he becomes entitled thereto by reason of such bankruptcy" shall be inserted immediately after the words "except that," the following clause shall be added after clause 22 of Table A (as so amended) namely:—22a, Whenever any member of the Company holding less than 200 shares who is employed by the Company in any capacity, ceases to be in the employment of the Company, the Directors may at any time within 28 days after he ceases to be in the employment of the Company resolve that he do retire, and thereupon he shall be bound upon payment of a sum equal to the capital paid up on his shares to transfer the same to such person or persons as the Directors shall nominate, and the sale shall be carried out at the Company's offices on a day appointed by the Directors and if the member so required to transfer his shares makes default in so doing the Company may receive the amount of the purchase money on his behalf and may appoint some person on his behalf to transfer his shares to the nominee of the Directors and such transfer shall be effective.

13. At the end of Clause 23 of Table A, the following words shall be inserted, namely, "and all expenses that may have been incurred by the Company by reason of such non-payment."

14. At the end of Clause 25 of Table A, the following words shall be inserted, namely, "Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture."

15. In Clause 27 of Table A, the word "presently" and the words "but his liability" and all subsequent words shall be struck out.

16. Clauses 30 to 33 (inclusive) of Table A shall not apply.

17. The quorum for the transaction of business at any General Meeting shall be two members personally present and Clause 45 of Table A shall be modified accordingly. A General Meeting may be convened by less than seven days notice and in such manner as the Directors think fit and Clause 42 of Table A shall be modified accordingly.

18. In Clause 50 of Table A, the words "or not carried by a particular majority" shall be inserted immediately after the word "lost."

19. In Clause 51 of Table A, the words "and either at once or after an interval or adjournment" shall be inserted immediately after the words "in such manner."

20. No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy or he is appointed to act at that meeting as proxy for or representative of a corporation, but a proxy for or representative of a corporation unless entitled on his own behalf to be present and vote at the meeting shall not act except for the corporation which appoints him and Clause 59 of Table A shall be varied accordingly.

21. An instrument of proxy may (subject to Article 21) appoint several persons in the alternative and Clause 61 of Table A shall be modified accordingly.

22. Until otherwise determined by a General Meeting the number of the Directors shall not be less than one nor more than five. Louis Matthews shall be the first Director.

23. The following provisions shall have effect:—

- (A) The said Louis Matthews shall be the Governing Director of the Company until he resigns the office or dies or ceases to hold at least 1,000 shares in the Company, and shall receive such remuneration as the Company in General Meeting shall from time to time determine. Whilst he retains the said office he shall have authority to exercise all the powers, authorities and discretions by these presents expressed to be vested in the Directors generally, and all the other Directors, if any, for the time being of the Company, shall be under his control, and shall be bound to conform to his directions in regard to the Company's business.
- (B) The said Louis Matthews whilst he holds the office of Governing Director, shall have full control of the business of the Company, and shall be Chairman of the Board of Directors, and may from time to time and at any time appoint any other persons to be Directors of the Company and may define, limit, and restrict their powers and duties, and may at any time remove any Director howsoever appointed, and may at any time convene a general meeting of the Company. Every such appointment or removal must be in writing under the hand of the said Louis Matthews and shall be recorded in the Company's Minute Book.
- (C) If the said Louis Matthews shall resign the office of Governing Director or shall cease to hold at least 1,000 shares, he shall become an ordinary Director.

- (D) If the said Louis Matthews dies whilst he holds the office of Governing Director then so long as 1,000 shares stand in his name or in the names of the Trustees for the time being of his Will such Trustees or any persons from time to time nominated by them may, subject to the provisions of Section 151 of the Companies Act, 1929, exercise the powers vested in the said Louis Matthews by paragraph (B) hereof.
- (E) If and when there is not a Governing Director, which event is hereinafter referred to as the termination of the original management, the other directors, if any, then in office shall forthwith convene a general meeting of the Company for the purpose of electing a board of directors, and if they do not convene such meeting within 14 days after the termination of the original management, any three members may convene such Meeting.
- (F) All the provisions of Table A and those Articles in relation to the Directors of the Company and their appointment, tenure of office, remuneration, powers and duties and otherwise, shall take effect subject to the powers hereby vested in the Governing Directors for the time being.

24. The quorum necessary for the transaction of the business of the Directors shall be one if such one be the said Louis Matthews. In the absence of the said Louis Matthews two Directors shall form a quorum, and Clause 82 of Table A shall be varied accordingly.

25. Clause 69 of Table A shall not apply.

26. The following clause shall be substituted for Clause 72 of Table A :—

The office of Director shall *ipso facto* be vacated :—

- (A) If he become bankrupt or insolvent, or suspend payment, or compound with his creditors.
- (B) If he be found lunatic, or become of unsound mind.
- (C) If he cease to hold the necessary qualification in shares or do not obtain the same within two months from the date of his appointment.
- (D) If he be convicted of an indictable offence.
- (E) If, by notice in writing to the Company, he resign his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such Act, written notice shall have been served upon the Directors or an entry shall have been made in the Directors' minute book stating that such Director has ceased to be a Director of the Company.

27. A Director may hold any other office or place of profit in the Company in conjunction with his Directorship, except that of Auditor, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise, as may be arranged by the Directors.

28. No Director shall be disqualified by his office from holding any office or place of profit under any company in which this Company shall be a shareholder or otherwise interested, or from contracting with the Company either as vendor, purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested, be avoided, nor shall any Director be liable to account to the Company for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established, but it is declared that the nature of his interest must be disclosed by him in manner required by Section 149 of the Companies Act, 1929, and any Director may, as a Director, vote in respect of any contract or arrangement in which he is so interested as aforesaid.

29. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally.

30. A resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

31. The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Directors as they think fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient, and they may from time to time revoke, withdraw, alter or vary all or any of such powers, and in particular, may give any Managing Director or other persons employed by the Company a commission on the profits of any business transaction, or a share of the general profits of the Company and such commission or share of the profits shall be treated as part of the working expenses of the Company.

32. Every Director, Managing Director, Manager, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay or satisfy all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant (or in any way in the discharge of his duties) and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority as between the members over all other claims. But this article shall only have effect in so far as its provisions are not avoided by Section 152 of the Companies Act, 1929.

33. No Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any moneys, securities or effect shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same

"happen through his own dishonesty. Provided however that subject to Section 152 (sub. sec. c) of the Companies Act, 1929. nothing herein contained shall exempt a Director, Managing Director or other officer of the Company from any liability which by virtue of any Rule of Law would otherwise attach to him in respect of any negligence, default, breach of duty, or breach of trust of which he may be guilty in relation to the Company.

34. (1) If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of an Extraordinary Resolution, divide among the contributories in specie or kind, any part of the assets of the Company, and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories, or any of them, as the liquidators with the like sanction shall think fit.

(2) If thought expedient any such division may be otherwise than in accordance with the legal rights of the contributories and in particular any class may be given preferential or special rights or may be excluded altogether or in part; but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on, any contributory who would be prejudiced thereby shall have a right to dissent and ancillary rights, as if such determination were a special resolution passed pursuant to section 234 of the Companies Act, 1929.

(3) In case any shares to be divided as aforesaid involve a liability to calls or otherwise, any person entitled under such division to any of the said shares may, within ten days after the passing of the Extraordinary Resolution, by notice in writing, direct the liquidators to sell his proportion and pay him the net proceeds and the liquidators shall, if practicable, act accordingly.

35. The following clause shall be substituted for the second paragraph of Clause 103 of Table A :—

"Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office. A certificate in writing signed by any Manager Secretary or other officer of the Company that the letter, envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof."

36. The following Clause shall be substituted for Clause 104 of Table A :—

"As regards those members who have no registered place of address in the United Kingdom, a notice posted up in the office shall be deemed to be well served on them after the expiration of 24 hours after it is so posted up. Any notice required to be given by the Company to the members, or any of them, and not expressly provided for by these presents, shall be sufficiently given if given by advertisement. Any Notice by a Court of Law, or otherwise, required or allowed to be given by the Company to the members or any of them by advertisement, shall be sufficiently advertised if advertised once in two Liverpool daily newspapers."

37. Clause 107 of Table A shall not apply.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Russ Matthews
8 Dean Avenue
Wallasey
Shop Office Fitter

Florence Maude Matthews.
Married Woman.

8 Dean Avenue.
Wallasey.

Dated the 26th day of June, 1931.

Witness to the above Signatures.

W. E. Allen.
B. Queen's Inn Bldg.
Dale St. Liverpool.
Ship Broker.

DUPLICATE FOR THE FILE.

No. 257489



Certificate of Incorporation

I Hereby Certify,

That

D. MATTHEWS & SON LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this first day of July One Thousand Nine Hundred and thirty-one.

Registrar of Companies.

Certificate
received by

Date

No. of Company 257,489

28
THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to Section 143 (1) of The Companies Act, 1948)

OF

D. Matthews & Son Limited.

Passed 21st April 1949.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 1 CROSSHALL STREET, LIVERPOOL 1, on the TWENTY-FIRST day of APRIL, 1949, the subjoined SPECIAL RESOLUTIONS were duly passed, viz. :—

RESOLUTIONS.

1. "That the Share Capital of the Company be increased to £33,000 by the creation of 30,000 new shares of £1 each to be called Deferred Ordinary Shares. Such Deferred Ordinary Shares shall not confer upon the holders thereof any right to receive notice of, or be present or to vote either in person or by proxy by virtue or in respect of their holdings of Deferred Ordinary Shares at any General Meeting of the Company but such shares shall rank both as regards dividends and return of capital *pari passu* with the existing Ordinary Shares of the Company."

2. "That the Articles of Association of the Company be altered in manner following :—

(a) The words 'other than a Director' shall be inserted between the word 'member' and the word 'of' in line four of Article 12.

(b) Article 20 shall be cancelled and the following Article shall be substituted therefor :—

20. The holders of Deferred Ordinary Shares of the Company shall have no right to receive notice of, or be present, or to vote, either in person or by proxy, at any General Meeting by virtue or in respect of their holdings of Deferred Ordinary Shares and Clause 54 of Table 'A' in the First Schedule to The Companies Act, 1929, shall be modified accordingly.

(c) The following Articles shall be substituted for Article 21 :—

21. (A) An instrument appointing a proxy shall be in the following form, or a form as near thereto as circumstances admit :—

'D. MATTHEWS & SON LIMITED.

I/We _____ of _____, being a member/members of the above named Company, hereby appoint _____ of _____ as my/our proxy or failing him, _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the _____ day of _____ 19 _____ and at any adjournment thereof.

Signed this _____ day of _____ 19 _____

(B) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit :—

'D. MATTHEWS & SON LIMITED.

I/We _____ of _____, being a member/members of the above named Company hereby appoint _____ of _____ as my/our proxy or failing him, _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the _____ day of _____ 19 _____ and at any adjournment thereof.

Signed this _____ day of _____ 19 _____

This form is to be used in favour of the resolution.
against



(d) The following Article shall be substituted for Article 23 :—

'23. Notwithstanding any provisions contained in these Articles to the contrary, the following provisions shall have effect :—

- (A) The said Louis Matthews shall be the Governing Director of the Company until he resigns the office or dies, and whilst he retains the said office, he shall have authority to exercise all the powers, authorities and discretions by these presents expressed to be vested in the Directors generally, and all the Directors, if any, for the time being of the Company shall be under his control and shall be bound to conform to his directions in regard to the Company's business.
- (B) The said Louis Matthews whilst he holds the office of Governing Director, may from time to time and at any time appoint any other persons to be Directors of the Company, including Managing Directors, and may define, limit and restrict their powers and may fix and determine their remuneration and duties and may at any time remove any Director or Managing Director howsoever appointed, and may at any time convene a General Meeting of the Company. Every such appointment or removal must be in writing under the hand of the said Louis Matthews.
- (C) If the said Louis Matthews shall resign the office of Governing Director he shall become an ordinary Director.
- (D) If the said Louis Matthews resigns the office of Governing Director, he may appoint some other person or persons to be Governing Director or Governing Directors in his place, subject as next hereinafter provided, and in such appointment may fix their remuneration, powers and duties.
- (E) If the said Louis Matthews resigns office and appoints a successor as aforesaid, he may, by notice in writing to the Company declare that he resumes office of Governing Director, and he shall thereupon, to the exclusion of his appointee or appointees, again become the Governing Director, and the above provisions in this Sub-Article shall apply as often as the Governing Director resumes office as aforesaid.
- (F) The remuneration of the said Louis Matthews whilst he holds the office of Governing Director, shall be such sum as may be determined by himself.
- (G) If the said Louis Matthews shall die, he may by his Will or any codicil thereto appoint some other person or persons to be Life Director or Life Directors, and may in such manner as aforesaid appoint some other person or persons to be Governing Director or Governing Directors, and in default of such appointment of a Governing Director or Governing Directors, the legal personal representatives of the said Louis Matthews may make such appointment, and in such appointment he or they may fix the remuneration, powers and duties of such Governing Director or Governing Directors.
- (H) Every such appointment must be made by writing under the hand or respective hands of the appointor or appointors.
- (I) Notice of any appointment under Sub-Article (D) or Sub-Article (G) of this Article shall be served on the Company within two calendar months after the resignation or death of the Governing Director, and the notice must be accompanied by the consent in writing of the appointee to act, and the appointment shall only take effect on service of such notice, in the event of the same being served within such period.
- (J) If and when there is no Governing Director, the other Directors, if any, then in office shall forthwith convene a General Meeting of the Company for the purpose of electing a Board of Directors, and if there be then no other Directors, or they do not convene such meeting within two months after there shall cease to be a Governing Director, any two members may convene such meeting.
- (K) Notwithstanding any provisions contained in these Articles to the contrary, the provisions in these Articles relative to Directors shall take effect subject to the powers by this Article vested in the Governing Director.'

(e) After Article 23 insert the following new Article :—

'23A. The following provisions shall apply to a Life Director :—

- (1) He shall be entitled to hold office as such so long as he lives and holds the necessary qualification in shares of an ordinary Director.
- (2) He shall have the same powers and duties as an ordinary Director.
- (3) The provisions as to rotation of Directors contained in Clauses 73 to 80 inclusive of Table "A" in the First Schedule to The Companies Act, 1929, shall not apply to him.
- (4) His remuneration shall be at the rate of £1,500 per annum.
- (5) If by resignation he ceases to be a Life Director he shall, if qualified, be deemed to have been thereupon elected to be an ordinary Director.'

J.S. 55

Number of
Certificate }

257489

29

1948

THE COMPANIES ACT, 1929

THE STAMP ACT, 1891

(54 & 55 VICT. CH. 39)

AND FINANCE ACTS, 1896 & 1933



COMPANY LIMITED BY SHARES.

Statement of Increase of Nominal Capital of

D. Matthews & Son.

Limited.

REGISTERED

5 MAY 1948

Pursuant to Section 112 of the Stamp Act, 1891, Section 12
Finance Act, 1896, and Section 41 Finance Act, 1933.

*NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten Shillings
for every £100 or fraction of £100 see last page of this form.*

This Statement is to be filed with the Notice of Increase registered under
Section 52 of the Companies Act, 1929.

S/5668—5/39.

Telegrams—

"WOODROW," LIVERPOOL.

Telephone—

Bank 730 (3 Lines)

H. T. WOODROW & CO., LIMITED,

Limited Company Registration Agents, Printers,
Publishers, and Stationers.

3, 5 & 7, COOK STREET, LIVERPOOL, 2.

Presented by

Greener & Co. & Co. & Co.

1, Green Hall Street.

THE NOMINAL CAPITAL

OF

.....D. Matthews & Son.....*Limited*

has been increased by the addition thereto of the sum of

.....*Thirty Thousand*.....*Pounds,*

(£30,000.....) divided into.....Thirty thousand.....(30,000)

.....*Deferred Ordinary.*.....

Shares of.....one pound (£1).....each beyond the Registered

Capital of.....Three thousand pounds (£3,000).....

Signature.....*David Matthews*.....

Officer.....*Secretary*.....

Dated the.....*4th*.....day of

.....*May*.....194*9*

This Statement should be signed by an Officer of the Company

J.S. 54

No. of Company 257489



Form No. 10

THE COMPANIES ACT, 1929.

1948.



Notice of Increase in Nominal Capital

Pursuant to Section 52 & 63.

REGISTERED

13 MAY 1949

Name
of
Company

D. Matthews & Son.

Limited.

This Notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said resolution.

Telegrams: "WOODROW, LIVERPOOL."

Telephone: ADVANCE 6-417 (3 lines.)

H. T. WOODROW & CO. LTD.,

Limited Company Printers, Publishers, Stationers,
and Registration Agents,

COOK STREET, LIVERPOOL, 2.

PAT. 424 740.



Presented by Bremer Sons & Co. Ltd.,

1, Granby Street,

TO THE REGISTRAR OF COMPANIES.

D. Matthews & Son,

Limited

63

hereby gives you notice, pursuant to Section ~~32~~⁶³ of The Companies Act, ~~1929~~¹⁹⁴⁸ that by

(a) Special Resolution of the Company dated the 21st

day of April 1949, the nominal capital of the Company has

been increased by the addition thereto of the sum of £ 30,000 beyond

the registered capital of £ 3,000.

The additional capital is divided as follows :—

No of Shares.	Class of Share	Nominal Amount of each Share
30,000	Deferred Ordinary	One pound.

The conditions (e.g., voting, rights, dividends, etc.) subject to which the new shares have been or are to be issued are as follows :—

The new shares do not confer upon the holders any right to receive notice of or to be present or to vote at any General Meeting of the Company but they rank both as regards dividends and return of capital *pari passu* with the existing Ordinary shares of the Company.

(If any of the new shares are Preference Shares state whether they are redeemable or not).

(Signature) D. Matthews

No. of Company 257,489.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to Section 143 (1) of The Companies Act, 1948)

OF

D. Matthews & Son Limited.

Passed 21st April 1949.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 1 CROSSHALL STREET, LIVERPOOL 1, on the TWENTY-FIRST day of APRIL, 1949, the subjoined SPECIAL RESOLUTIONS were duly passed, viz. :—

RESOLUTIONS.

1. "That the Share Capital of the Company be increased to £33,000 by the creation of 30,000 new shares of £1 each to be called Deferred Ordinary Shares. Such Deferred Ordinary Shares shall not confer upon the holders thereof any right to receive notice of, or be present or to vote either in person or by proxy by virtue or in respect of their holdings of Deferred Ordinary Shares at any General Meeting of the Company but such shares shall rank both as regards dividends and return of capital *pari passu* with the existing Ordinary Shares of the Company."
2. "That the Articles of Association of the Company be altered in manner following :—
 - (a) The words 'other than a Director' shall be inserted between the word 'member' and the word 'of' in line four of Article 12.
 - (b) Article 20 shall be cancelled and the following Article shall be substituted therefor :—

20. The holders of Deferred Ordinary Shares of the Company shall have no right to receive notice of, or be present, or to vote, either in person or by proxy, at any General Meeting by virtue or in respect of their holdings of Deferred Ordinary Shares and Clause 54 of Table 'A' in the First Schedule to The Companies Act, 1929, shall be modified accordingly.
 - (c) The following Articles shall be substituted for Article 21 :—

21. (A) An instrument appointing a proxy shall be in the following form, or a form as near thereto as circumstances admit :—

'D. MATTHEWS & SON LIMITED.

I/We _____ of _____, being a member/members of the above
in the County of _____, named Company, hereby appoint _____ of _____
or failing him, _____ of _____ as my/our proxy
to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the
case may be) General Meeting of the Company to be held on the _____ day of
19 _____ and at any adjournment thereof.
Signed this _____ day of _____ 19 _____.

(B) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit :—

'D. MATTHEWS & SON LIMITED.

I/We _____ of _____, being a member/members of the above
in the County of _____, named Company hereby appoint _____ of _____
or failing him, _____ of _____ as my/our proxy
to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the
case may be) General Meeting of the Company to be held on the _____ day of
19 _____ and at any adjournment thereof.
Signed this _____ day of _____ 19 _____.

(d) the following Article shall be substituted for Article 23 :—

'23. Notwithstanding any provisions contained in these Articles to the contrary, the following provisions shall have effect :—

- (A) The said Louis Matthews shall be the Governing Director of the Company until he resigns the office or dies, and whilst he retains the said office, he shall have authority to exercise all the powers, authorities and discretions by these presents expressed to be vested in the Directors generally, and all the Directors, if any, for the time being of the Company shall be under his control and shall be bound to conform to his directions in regard to the Company's business.
- (B) The said Louis Matthews whilst he holds the office of Governing Director, may from time to time and at any time appoint any other persons to be Directors of the Company, including Managing Directors, and may define, limit and restrict their powers and may fix and determine their remuneration and duties and may at any time remove any Director or Managing Director howsoever appointed, and may at any time convene a General Meeting of the Company. Every such appointment or removal must be in writing under the hand of the said Louis Matthews.
- (C) If the said Louis Matthews shall resign the office of Governing Director he shall become an ordinary Director.
- (D) If the said Louis Matthews resigns the office of Governing Director, he may appoint some other person or persons to be Governing Director or Governing Directors in his place, subject as next hereinafter provided, and in such appointment may fix their remuneration, powers and duties.
- (E) If the said Louis Matthews resigns office and appoints a successor as aforesaid, he may, by notice in writing to the Company declare that he resumes office of Governing Director, and he shall thereupon, to the exclusion of his appointee or appointees, again become the Governing Director, and the above provisions in this Sub-Article shall apply as often as the Governing Director resumes office as aforesaid.
- (F) The remuneration of the said Louis Matthews whilst he holds the office of Governing Director, shall be such sum as may be determined by himself.
- (G) If the said Louis Matthews shall die, he may by his Will or any codicil thereto appoint some other person or persons to be Life Director or Life Directors, and may in such manner as aforesaid appoint some other person or persons to be Governing Director or Governing Directors, and in default of such appointment of a Governing Director or Governing Directors, the legal personal representatives of the said Louis Matthews may make such appointment, and in such appointment he or they may fix the remuneration, powers and duties of such Governing Director or Governing Directors.
- (H) Every such appointment must be made by writing under the hand or respective hands of the appointor or appointors.
- (I) Notice of any appointment under Sub-Article (D) or Sub-Article (G) of this Article shall be served on the Company within two calendar months after the resignation or death of the Governing Director, and the notice must be accompanied by the consent in writing of the appointee to act, and the appointment shall only take effect on service of such notice, in the event of the same being served within such period.
- (J) If and when there is no Governing Director, the other Directors, if any, then in office shall forthwith convene a General Meeting of the Company for the purpose of electing a Board of Directors, and if there be then no other Directors, or they do not convene such meeting within two months after there shall cease to be a Governing Director, any two members may convene such meeting.
- (K) Notwithstanding any provisions contained in these Articles to the contrary, the provisions in these Articles relative to Directors shall take effect subject to the powers by this Article vested in the Governing Director.'

(e) After Article 23 insert the following new Article :—

'23A. The following provisions shall apply to a Life Director :—

- (1) He shall be entitled to hold office as such so long as he lives and holds the necessary qualification in shares of an ordinary Director.
- (2) He shall have the same powers and duties as an ordinary Director.
- (3) The provisions as to rotation of Directors contained in Clauses 73 to 80 inclusive of Table "A" in the First Schedule to The Companies Act, 1929, shall not apply to him.
- (4) His remuneration shall be at the rate of £1,500 per annum.
- (5) If by resignation he ceases to be a Life Director he shall, if qualified, be deemed to have been thereupon elected to be an ordinary Director.'

No. of Company 257,489.

33
THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

D. Matthews & Son Limited.

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company duly convened and held at 14/16 MANCHESTER STREET, LIVERPOOL, on TUESDAY the 7th day of AUGUST, 1951, the following SPECIAL RESOLUTIONS were duly passed:—

SPECIAL RESOLUTIONS.

1. "That the 30,000 Deferred Ordinary Shares in the Company shall be converted into Ordinary Shares and shall thenceforth confer the same rights and privileges as regards voting dividends and return of capital and in all other respects with the existing Ordinary Shares in the Company's capital."

2. "That the Articles of Association be altered in manner following:—

(a) Articles 23 and 23A shall be cancelled.

(b) The following Article shall be substituted for Article 24:—

'24. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined two Directors shall constitute a quorum and Clause 82 of Table A shall be varied accordingly.'

James Matthews
Secretary.

Filed at the Companies Registry the day of , 1951.

11 2309

257489/45

S. P. 10/20

SPECIAL RESOLUTION

of

D. Matthews and Son Limited



At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held at the registered office of the Company, 100/101, Dale Street, Liverpool on the second day of October 1951, the following SPECIAL RESOLUTION was duly passed :-

RESOLUTION

That the Articles of Association of the Company be altered by inserting after Article 31 the following articles :-

"31 (A) The Company in general meeting and upon the recommendation of the Directors resolve that it is expedient to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set aside for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such member respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution:

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this resolution, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

"31 (B) Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriate arrangements for the undivided profits reserved to a capitalisation fund, and all allotments and issues of fully paid shares or debentures if any, and such fully paid up shares or debentures shall be given effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures according to distributable fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to the members, respectively, of shares as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (if in some cases require) for the payment up by the Company of their behalf by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts of any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members"

Signature. *D. Matthews*Officer. *Secretary*

D. Matthews
100/101 Dale Street
Liverpool

311

INDISTINCT ORIGINAL

No. of Company 257,411 / 48

J.S. 47C

H. T. WOODROW & CO. LTD.,
Law Stationers and Printers,
Cook Street,
LIVERPOOL 2.
L 1044-6 7/52

The Companies Act, 1948

Ordinary Resolution



The books in
the filing may
be filed up in
conformity.

of D. Matthews and Son LIMITED

Passed 2nd October 1959

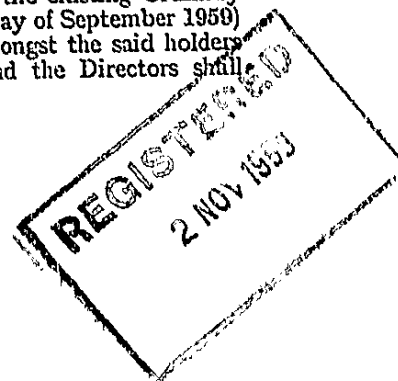
"Special" or
"Extraordinary"
Resolutions may be.

At an *Extraordinary GENERAL MEETING of the above-named Company
duly convened and held at the registered office of the Company
Nos 61/63 Dale Street Liverpool
on the Second day of October 1959, the subjoined
Ordinary Resolutions were duly passed, viz.:—

RESOLUTION.

NO. 1. case
of an increase
of share Capital
the Ordinary
Resolutions MUST
BE PRINTED ON
this form and
not signed to or
sent out as it.

1. "That the Share Capital of the Company be increased to £100,000 by the creation of an additional 67,000 Ordinary Shares of £1 each."
2. "That it is desirable to capitalise the sum of £11,000 being part of a sum standing to the credit of the Profit and Loss Account in the books of the Company and accordingly that such sum be set free for distribution amongst the holders of Ordinary Shares of the Company in the Register of Members at the close of business on the 25th day of September 1959 in the proportion of one new Ordinary Share of £1 for every three Ordinary Shares of £1 each they hold on that day on condition that the same be not paid in cash but be applied in paying up in full at par new Ordinary Shares of £1 each to be allotted (ranking *pari passu* with the existing Ordinary Shares for all dividends declared after the said 25th day of September 1959) and distributed credited as fully paid up to and amongst the said holders of Ordinary Shares in the proportion aforesaid and the Directors shall give effect to this resolution."



Signature D. Matthews

+Officer Secretary

Number of } 257,439/49
Company }



THE COMPANIES ACT 1948

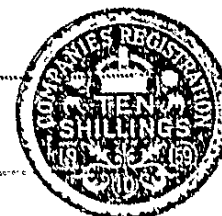


Notice of Increase in Nominal Capital

Pursuant to section 63

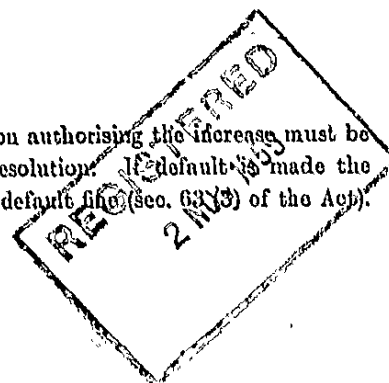


Invert the
Name
of the
Company { D. Matthews and Son



LIMITED

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63(3) of the Act).



Printed by

Bremner, Sons and Corlett,

1 Crosshall Street,

Liverpool, 1.

The Solicitors' Law Stationery Society, Limited,
23 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

289/1

To THE REGISTRAR OF COMPANIES.

D. Matthews and Son Limited, hereby gives you notice, pursuant to

"Ordinary," Section 63 of the Companies Act, 1948, that by an Ordinary
 "Extra-ordinary" or Resolution of the Company dated the 2nd day of October 1959
 "Special".

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 67,000 beyond the Registered Capital of £ 33,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
<u>67,000</u>	<u>Ordinary</u>	<u>£1</u>

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)

subject to which the new shares have been, or are to be, issued are as follows:—

(44,000) New Shares to be issued ranking ^{in all respects} pari passu with the existing Ordinary Shares for ^{voting, dividend and for} all dividends declared after 25th September 1959

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature D. Matthews

State whether Director or Secretary } Secretary

Dated the Eight day of October 1959

Note.—This margin is reserved for binding and must not be written across

Number of
Certificate | 257,479/50

CCDZ



The Companies' Act 1948

STATEMENT OF INCREASE OF NOMINAL CAPITAL

OF

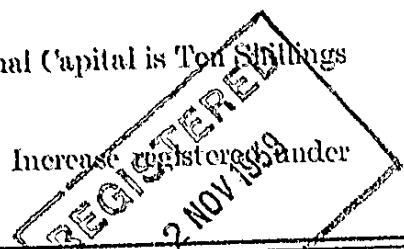
D. Matthews and Son

Limited.

Pursuant to s. 112 of 54 and 55 Vict., ch. 39 (Stamp Act, 1891) as amended by
s. 41 of 23 and 24 Geo., 5 ch. 19 (Finance Act, 1933).

NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten Shillings
for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase registered under
Section 63 of The Companies Act, 1948.



Telegrams: "WOODROW, LIVERPOOL 2."

Telephone: CENTRAL 3631 (5 Lines).

H. T. WOODROW & CO. LTD.,

Limited Company Printers, Publishers, Stationers,
and Registration Agents.

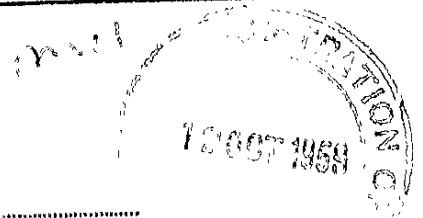
COOK STREET, LIVERPOOL, 2.

P.T. 8030/11/07

Presented by

Branch, 5000 and 501011,

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100



THE NOMINAL CAPITAL

OF

D. Pattison and Son Limited

has been increased by the addition thereto of the sum of

Sixty seven thousand Pounds

(£ 67,000) divided into Sixty seven thousand

Ordinary

Shares of £1. 0. 0. each beyond the Registered

Capital of £33,000

Signature D. M. Pattison

(State whether Director or Secretary) Secretary

Dated the Eighth day of

October 1952

This Statement should be signed by an Officer of the Company.

Number of
Company

257489

167

THE COMPANIES ACTS 1948 TO 1967

Notice of place where Register of Directors' interests
in shares in, or debentures of, a company or its associated
companies is kept or of any change in that place

(Pursuant to section 29 (8) of the Companies Act 1967)

Insert the
Name of
the Company

J. MATTHEWS & SON

LIMITED

To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with
subsection (8) of section 29 of the Companies Act 1967, that the register of Directors'
interests in shares in, or debentures of, the company or any associated companies
is kept at..... 1/3 Stanley Street, Liverpool 1

Signed.....

[Signature]

State whether Director or Secretary.....

Director

Date.....

4/1/68

Presented by :

Presenter's reference : G.M.H./O.H.N.

THORNTON BAKER & CO.

CHARTERED ACCOUNTANTS

1/3, STANLEY STREET,

LIVERPOOL, 1.

Form No. R6

(No fee payable)

Number of } 257489
Company }

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

The blanks in
the heading may be
filled up in writing.

D. MATTHEWS & SON LIMITED

Passed 31st May, 1968.

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at

.61/63, Dale Street.

.Liverpool 2.

on the 31st day of May, 1968, the subjoined
Special Resolution was duly passed, viz. :—

RESOLUTION

The Special Resolu-
tion(s) must be
printed on this space,
and not affixed to or
written on it, except
in the case of an
except private
company when it
may be typed. See
s. 143 (1) and Note
overleaf.

It was resolved as a Special Resolution that the Directors be and they
are hereby authorised within one month of this date to make the following
allotments of Ordinary Shares of £1 each credited as fully paid in
the Capital of the Company viz:—

- 1) of 4 such Ordinary Shares to the existing holders of Ordinary Shares
of D. Matthews (Lancashire) Ltd. in consideration of their transfer
thereof to the Company.
- 2) of 4 such Ordinary Shares to the existing holders of Ordinary
Shares of D. Matthews (Yorkshire) Ltd. in consideration of their transfer
thereof to the Company.
- 3) of 3 such Ordinary Shares to the existing holders of Ordinary Shares
of Matthews Properties (Liverpool) Ltd. not already owned by the
Company in consideration of their transfer thereof to the Company.
- 4) of 10,742 Ordinary Shares to the existing holders of Ordinary
Shares of D. Matthews (Leasing) Ltd. in consideration of their
transfer thereof to the Company.
- 5) of 5100 such Ordinary Shares to Abbott Bros. (Southall) Ltd. by way
of consideration for the transfer to the Company of 5100 Ordinary Shares
of D. Matthews (Midlands) Ltd.
- 6) of up to 15900 such Ordinary Shares to Abbott Bros. (Southall) Ltd.
upon cash subscription for the same at the rate of 50/- per share.

Signature

P. J. Matthews

DIRECTOR

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

Number of } 257489
Company }

172

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

The blanks in
this heading may be
filled up in writing.

D. MATTHEWS & SON LIMITED

Passed 31st May, 1968.

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at
.61/63, Dale Street,
Liverpool 2.

on the 31st day of May, 1968, the subjoined
Special Resolution was duly passed, viz. :—

RESOLUTION

The Special Resolution(s) must be
printed on this space,
and not affixed to or
written on it, except
in the case of an
exempt private
company when it
may be typed. See
s. 143 (1) and Note
overleaf.

It was resolved as a Special Resolution that the Regulations
contained in the printed document submitted to this Meeting and
for the purpose of identification subscribed by the Chairman
thereof be and they are hereby adopted as the Articles of
Association of the Company in substitution for and to the
exclusion of the existing Articles of Association.

Signature

P. Rhatt

DIRECTOR

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (1) printed overleaf.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

D. Matthews & Son Limited

PRELIMINARY.

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby; that is to say, Clauses 24, 44 and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A as varied by these Articles, the following shall be the Regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4 and 5 (but not Clauses 1 or 6) in Part II of Table A shall apply to the Company.

SHARE CAPITAL AND SHARES.

3. The Share Capital of the Company at the time of the adoption of these Articles is £120,000 divided into 120,000 Ordinary Shares of £1 each.

4. The Shares shall be under the control of the Directors, who subject to the provisions of Article 5 hereof may allot and dispose of or grant options over the same to such persons on such terms and in such manner as they think fit.

5. Unless otherwise determined by Special Resolution any Shares in the Capital of the Company for the time being unissued shall, before they are issued, be offered to the members in proportion, as nearly as may be (but not, while Abbott Bros. (Southall) Limited holds more than 25 per cent of the Issued Ordinary Shares of the Company, so as to result in the said Abbott Bros. (Southall) Limited holding a smaller percentage of the Issued Ordinary Shares of the Company than it holds at the time of the said Offer) to the number of Shares held by them. Such Offer shall be made by notice specifying the number of Shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company.

6. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

7. The Company may from time to time by Special Resolution increase the Share Capital by such sum, to be divided into Shares of such amount, as the Special Resolution shall prescribe.

GENERAL MEETING.

8. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act 1948, as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Auditor for the time being of the Company.

9. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

DIRECTORS.

10. Unless and until the Company in General Meeting shall otherwise determine the number of Directors shall be not less than two nor more than five.

11. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors (such approval not to be unreasonably withheld) to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

12. In addition and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

13. (1) The Directors may, from time to time, appoint any manager or other officer or person in the employment of the Company to be an executive Director of the Company.

(2) The appointment of a person to be an executive Director shall not (save as may otherwise be agreed between him and the Directors) affect the terms and conditions of his employment by the Company, whether as regards duties, remuneration, pension or otherwise, and his office as an executive Director shall be vacated not only on the events in which it is by the Articles provided that the office of a Director shall be vacated, but also in the event of his ceasing to be in the employment of the Company in some capacity other than that of an executive Director, or in the event of his being removed from office by a resolution of a majority of the Directors.

(3) An executive Director shall not, while he continues to hold office, be subject to retirement by rotation, and he shall not be taken into account in determining the number, quorum or rotation of retirement of Directors.

(4) The appointment, removal and remuneration (if any) of the executive Directors shall be determined by the Directors with full powers to make such arrangements as the Directors may think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of the executive Directors, excepting that no act shall be done that would impose any personal liability on any or all of the executive Directors either under the Statutes or otherwise except with his or their knowledge and consent.

(5) The executive Directors shall not have any right of access to the books of the Company except with the sanction of the Directors.

(6) An executive Director shall not be entitled to receive notice of or attend Board Meetings except when expressly invited by the Directors so to do. An executive Director shall in no case be entitled to vote at a Board Meeting.

14. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

15. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

W I N D I N G U P .

16. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the members the amounts paid or credited as paid on the Shares held by them respectively and the balance (if any) shall be

distributed among the members in proportion to the number of Shares held by them respectively : provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

INDEMNITY.

17. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

MEMORANDUM.

The above printed Articles of Association are the new Articles of Association of D. MATTHEWS & SON LIMITED referred to in the Special Resolution of the members of the Company, passed on the 31 day of MAY 1968, which new Articles of Association are, for the purpose of identification subscribed by me as Chairman of the meeting.

P. L. Matthews

Chairman.

Number of } 257489
Company }

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

D. MATTHEWS & SON LIMITED

Passed 31st May, 1968.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

. 61/63, Dale Street,
. Liverpool 2.

on the 31st day of May, 1968, the subjoined Special Resolution was duly passed, viz. :—

RESOLUTION

The Special Resolution(s) must be written in this space, and not affixed to or written on it, except in the case of an exempt private company when it may be typed. See s. 141 (2) and Note overleaf.

It was resolved as a Special Resolution that the Share Capital of the Company be increased as follows:—

- a) from £100,000 to £103,020 by the creation of an additional 3020 Ordinary Shares of £1 each.
- b) for the purpose of acquiring the whole of the issued Share Capital of D. Matthews (Lancashire) Ltd. from £103020 to £103024 by the creation of an additional 4 Ordinary Shares of £1 each.
- c) For the purpose of acquiring the whole of the issued Share Capital of D. Matthews (Leasing) Ltd. from £103024 to £113766 by the creation of an additional 10742 Ordinary Shares of £1 each.
- d) For the purpose of acquiring the whole of the issued Share Capital of D. Matthews (Yorkshire) Ltd. from £113766 to £113770 by the creation of an additional 4 Ordinary Shares of £1 each.
- e) From £113770 to £120000 by the creation of an additional 6230 Ordinary Shares of £1 each.

And that the new Ordinary Shares of £1 each so created shall rank *pari passu* with the existing issued Ordinary Shares for any dividend or distribution declared after this date (other than any dividends for the year ending the 31st May, 1968) and in all other respects.

Signature

P. L. Matthews

DIRECTOR

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.



Number of
Company

257489

Form No. 10

21

THE COMPANIES ACT, 1948

4/6/68

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

D. MATTHEWS & SON

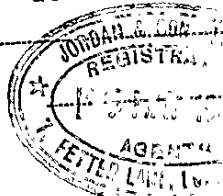
LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

represented by

~~13~~ 13



The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C. 4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
Street, W.1; 55-59 Newhall Street, Manchester. 2; and 157 Hope Street, Glasgow, C.2.

To THE REGISTRAR OF COMPANIES,

D. Matthews & Son

Limited, hereby gives you notice, pursuant to

*"Ordinary",
"Extra-
ordinary", or
"Special".

Section 63 of the Companies Act, 1948, that by a * special
Resolution of the Company dated the 31st day of May 1968
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 20,000 beyond the Registered Capital
of £ 100,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
20,000	Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)

subject to which the new shares have been, or are to be, issued are as follows:—

To rank pari passu with the existing issued Ordinary Shares for any
dividend or distribution declared after this date (other than any
dividends for the year ending the 31st May, 1968) and in all other
respects.

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

R. L. Matthews

State whether Director
or Secretary

DIRECTOR

2/20

day of

May

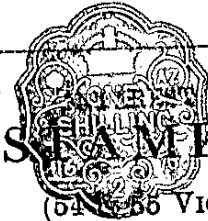
1968

Note.—This margin is reserved for binding and must not be written across

257488 / 83

Form No. 26a

umber of
ompany



STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



ED BY SHARES



Interest £117/-

Statement of Increase of the Nominal Capital OF



D. MATTHEWS & SON

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

ated by

The Solicitors' Law Stationery Society, Limited.

192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 19 & 21 North Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

OF

Limited

31ST MAY, 1968 been increased by

divided into :—

20,000 Ordinary Shares of £1 each

Shares of _____ each

beyond the registered Capital of \$100,000

Signature.

Phattana

DIRECTOR

(State whether Director or Secretary).

Dated the 31st day of May 1968

Number of
Company

257489

8889

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

J. MATTHEWS & SON LIMITED

Passed 15 JANUARY, 1972.

At an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at 61/63 Dale Street,
Liverpool

on the 15th day of JANUARY, 1972, the subjoined
SPECIAL RESOLUTION WAS duly passed, viz. :—

RESOLUTION

That the share capital be increased from £120,000 to
£150,000 by the creation of 30,000 new Ordinary £1 Shares
to rank pari passu in all respects with the existing
120,000 Ordinary £1 Shares.

Signature

Sam Nettle

Director

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

No. of Company 257489 / 90

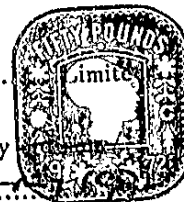
THE COMPANIES ACTS 1948 TO 1967

Notice and statement of increase in nominal capital



To the Registrar of Companies

Name of Company J. MATTHEWS & SON



hereby gives you notice, pursuant to Section 63 of the Companies Act 1948 that by ~~extraordinary~~/special* resolution of the company dated the 15 JANUARY 1972 the nominal capital of the company has been increased by the addition thereto of a sum of £ 30,000 beyond the registered capital of £120,000. The additional capital is divided as follows:-

Number of shares

30 000

Class of share

Ordinary

Nominal amount of each share

£1

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

TO RANK PARI PASSU IN ALL RESPECTS WITH THE
EXISTING 120,000 ORDINARY £1 SHARES

This notice is accompanied by*

1. A copy of the resolution
2. A remittance for (a) registration fees (b) companies capital duty
3. A letter stating that a claim for relief of companies capital duty has been or will be made pursuant to Section 55 of the Finance Act, 1927.

Signed

State whether Director or Secretary

Date

19/1/72

* Delete as necessary

Presented by:

THORNTON BAKER & CO.
CHARTERED ACCOUNTANTS
1/3, STANLEY STREET,
LIVERPOOL 1.

Presenter's reference: OHR/GMN

Form No. 10A
(See notes overleaf)

Number of
Company

257489

94

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

(COPY)

Ordinary Resolution

(Pursuant to The Companies Act, 1948, Section 61)*

OF

D. MATTHEWS & SON

LIMITED

Passed the 16th day of April, 1973.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 61 Dale Street, Liverpool 2

in the County of Liverpool, on the 16th day of April, 1973,

the following ORDINARY RESOLUTION was duly passed:—

[Here set out the exact words of the Ordinary Resolution as passed.]

That the Nominal Capital be increased from £150,000 to £250,000 by the creation of 100,000 Ordinary £1 shares to rank pari passu in all respects with the existing 150,000 Ordinary £1 shares.



D. Matthews

DIRECTOR

* Section 63 (2) of the Companies Act, 1948, requires a printed copy of the resolution authorising the increase of share capital to be forwarded to the registrar of companies within fifteen days after the passing of the resolution. If this form is returned to the publishers, they will undertake the printing and filing thereof. (Note: The provision contained in Section 143 of the Act that an Exempt Private Company need not forward a printed copy of a Resolution if it forwards copy in some other approved form does not apply to an Ordinary Resolution authorising the increase of Share Capital.)

† Here insert the full address of the place where the Meeting was held at which the Resolution was passed.

Printed by

Number of
Company

257489

/95

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

J. MATTHEWS & SONS LIMITED

Passed 16 April, 1973.

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at 61 Dale Street,
Liverpool

on the 16th day of April, 1973, the subjoined
SPECIAL RESOLUTION WAS duly passed, viz.:-

RESOLUTION

That a Bonus Issue be made in the proportion of 1 Ordinary
£1 Share for every 2 Ordinary £1 Shares held in the Company's
Register at close of business on 13th April 1973 by way of
capitalising £65,374 of reserves (£59,504 of Share Premium
Account and £5,870 of retained profits).

COMPANIES REGISTRATION
10 JUN 1973
15 OFFICE 15

Signature

Sam R. H. H.

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

Director

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

257489
J. MATTHEWS & SONS
ACCOUNTANTS
61 DALE STREET
LIVERPOOL 1.
10 JUN 1973

Oyez Publishing Limited, Oyez House, Breems Buildings, London EC4P 4BU.
Publishing Subsidiary of The Solicitors' Law Stationery Society, Limited.
Companies 7

F20305 7.2.73

Section 143 of the Companies Act 1948 as amended by the Companies Act 1967 provides (*inter alia*) as follows :—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof be forwarded to the registrar of companies and recorded by him.

* * * * *

(4) This section shall apply to—

- (a) special resolutions ;
- (b) extraordinary resolutions ;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions ;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members ;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

* * * * *

Section 51 (2) of the Companies Act 1967 provides as follows :—

Notwithstanding anything in subsection (1) of section 143 of the principal Act, no company need forward to the registrar of companies a printed copy of a resolution or agreement to which that section applies, if instead it forwards a copy in some other form approved by the registrar.

NOTE.—The Registrar of Companies is prepared to accept copy resolutions or agreements if produced by the following processes :—

Letterpress, Gravure, Lithography, Stencil duplicating, Offset Lithography, "Office" Type-Set, Electrostatic Photocopying, "Photostat" or similar processes properly processed and washed ;
or if produced by spirit duplicator, or if typed.

No document will be accepted however, if, in general appearance, legibility, format or durability, it is unsuitable for publication and use on the Company's public file.

Company
Number 257489

D. MATTHEWS & Son

141.

Filed in accordance with the Provision of 16 April 1973.
and E.C.A. 1972, S.9(6).

ON BEHALF OF
D. MATTHEWS & SON LTD
Sam Matthews DIRECTOR

PRESENTED AS:-
THOMSON & CO. LTD
CHARTERED ACCOUNTANTS
1/3, STANLEY STREET,
LIVERPOOL, 1.

DHR/GMH

COMPANIES REGISTRATION
10 JUN 1973
15 OFFICE 15

INDISTINCT ORIGINAL

25748/96

THE COMPANIES ACT, 1929



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

D. Matthews & Son Limited

1. The name of the Company is "D. MATTHEWS & SON LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:—

(A) To purchase or otherwise acquire and take over the goodwill and certain of the assets of the business of a shop and office fitter and furnisher, now carried on by Louis Matthews at Nos. 14 to 16 Manchester Street, in the City of Liverpool, under the style or firm of "D. Matthews & Son," and with a view thereto to enter into the agreement referred to in Clause 3 of the Company's Articles of Association and to carry the same into effect with or without modification.

(B) To carry on the business referred to in the proceeding paragraph as the same has been carried on heretofore by the said Louis Matthews.

(C) To carry on the business of manufacturers of and dealers in furniture and upholstery, carpets, blinds, table and other linen, china, crockery, stoneware, earthenware, glass, ironmongery, copperware, tinware, enamelledware, silver and other plate and plated goods, cutlery and the like articles and generally of office and shop and ship furnishers and decorators, carpenters, joiners, cabinet makers, upholsterers, french polishers, locksmiths, safe factors, and of paper hangers and manufacturers of and dealers in wall and other papers and of painters, glaziers, plumbers, tilers, gas and electric light engineers, water and sanitary engineers and builders and to undertake and carry out the furnishing, fitting, equipping, lighting and heating, draining, decorating and preparing for occupation of any offices, shops, houses, hotels, warehouses or other buildings and ships.

EM



- (D) To carry on any other business, whether manufacturing or otherwise, which may from time to time seem capable of being conveniently carried on in connection with any such business aforesaid, or otherwise calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights, and to manufacture, repair, buy, sell and deal in all kinds of plant, machinery, apparatus, fixtures, fittings, goods and articles of all kinds for use in any of the businesses aforesaid, or for use in advertising any of the said businesses.
- (E) To purchase, take on lease or in exchange, hire or otherwise acquire any freehold or leasehold land and buildings, shops, offices and other property, for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any such land or other property, and to construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company.
- (F) To apply for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, *brevets d'invention*, excise or other licences, protections, concessions, copyrights, secret or other information as to any invention, and exclusive or other rights of use which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, or any similar business, or possessed of property suitable for the purposes of this Company, and, as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, union of interests, joint adventure, reciprocal concessions, co-operation, limiting competition, or mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid, or property acquired, any shares (fully or partly paid), debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, and to enter into contracts and arrangements of all kinds with builders, contractors, tenants and others.
- (I) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons or companies either at interest or without and generally on such terms as may seem expedient, and in particular to customers and others having dealings with the Company upon the security of freehold or leasehold property by way of mortgage or upon marketable securities, and to give guarantees or become security for any such persons or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of bonds or debentures or debenture stock, perpetual or otherwise, and to secure the payment of any money or the repayment of any money borrowed, raised, or owing by the Company by bonds or debentures or debenture stock perpetual or otherwise charged or not charged upon, or by mortgage, charge, or lien upon the whole or any part or parts of the Company's property or assets (whether present or future) including its uncalled or unissued Capital, and also by all or any of such methods to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to create and issue at par or at a premium or discount debentures, debenture stock, mortgage debentures and other securities of any description whatever or to purchase, redeem, exchange, vary, extend or pay off or re-issue any such securities.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments, and whether the same shall be drawn accepted or made in payment for any real estate or chattels real or personal or for obtaining credit to the Company.
- (M) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company

may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (N) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (O) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (P) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise, and to give any officers, servants, or employees of the Company any share or interest in the profits of the Company's business or any branch thereof and for that purpose to enter into any arrangement the Company may think fit.
- (Q) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, or securities of this Company.
- (R) To support and subscribe to any charitable or public object, and to any institution, society, or club, which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or to the wives, children or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (S) To promote any other company for the purpose of acquiring all or any of the property and undertaking all or any of the liabilities of this Company, or of undertaking any business or operation which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (x) To accept payment for any property sold or otherwise disposed of or dealt with by the Company either in cash or by instalments or otherwise, or in shares or securities, of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or by means of a mortgage or partly in any one mode and partly in another or others, and generally on such terms as the Board may approve.
- (y) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares (fully or partly paid) debentures, or securities of any company purchasing the same.
- (v) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £250,000 divided into 250,000 Ordinary Shares of £1 each.

The Company has power from time to time to increase or reduce its capital, and to issue any shares in the original or increased capital with preferred, deferred, or other special rights, or with such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Special Resolution determine.

No. of Company 257489/98

THE COMPANIES ACTS 1948 TO 1967



Notice and statement of increase in nominal capital

REGISTRATION

To the Registrar of Companies

Name of Company J. MATTHEWS & SON Limited*

hereby gives you notice, pursuant to Section 63 of the Companies Act 1948 that by ordinary/
~~extraordinary/special~~ resolution of the company dated the 16 APRIL 1973,
the nominal capital of the company has been increased by the addition thereto of a sum of
£ 100,000 beyond the registered capital of £ 150,000. The additional
capital is divided as follows:-

Number of shares
100,000

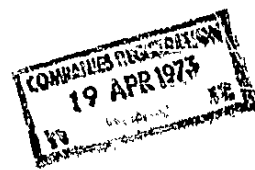
Class of share
Ordinary

Nominal amount of each share
£1

asg

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the
new shares have been or are to be issued are as follows:-
(If any of the shares are preference shares state whether they are redeemable or not)

TO RANK PARI PASSED IN ALL RESPECTS WITH THE
EXISTING 150,000 Ordinary £1 SHARES



This notice is accompanied by*

1. A copy of the resolution
2. A remittance for (a) registration fees (b) companies capital duty
3. A letter stating that a claim for relief of companies capital duty has been or will
be made pursuant to Section 55 of the Finance Act, 1927



Signed Dan Matthews

State whether Director or Secretary Director

Date

* Delete as necessary

Presented by:

THORNTON BAKER & CO.
CHARTERED ACCOUNTANTS
1/3, ST. MARK'S PLACE,
LONDON, E.C. 4.

Presenter's reference: DR R/GMH

Form No. 10A
(See notes overleaf)

Number of } 257489 / 100
Company }

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Sheep Pte
Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

D. MATTHEWS & SON LIMITED

Passed 21 MARCH, 1975.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at REGINALD ROAD, ST. HELENS

on the 21st day of MARCH, 1975, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

As per copy ATTACHED HERETO

Signature

David Matthews

Director

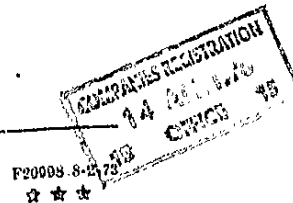
To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.



NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

Presented by:—
FRONTIER TRAKES & CO
CHARTERED ACCOUNTANTS
118, STANLEY STREET,
LIVERPOOL 1.

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE. 4PT.
a subsidiary of The Solicitors' Law Stationery Society, Limited
Companies 7



DHRS GMH

Section 143 of the Companies Act 1948 as amended by the Companies Act 1967 provides (*inter alia*) as follows :—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him.

* * * * *

(4) This section shall apply to—

- (a) special resolutions ;
- (b) extraordinary resolutions ;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions ;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members ;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

* * * * *

Section 51 (2) of the Companies Act 1967 provides as follows :—

Notwithstanding anything in subsection (1) of section 143 of the principal Act, no company need forward to the registrar of companies a printed copy of a resolution or agreement to which that section applies, if instead it forwards a copy in some other form approved by the registrar.

NOTE.—The Registrar of Companies is prepared to accept copy resolutions or agreements if produced by the following processes :—

Letterpress, Gravure, Lithography, Stencil duplicating, Offset Lithography, "Office" Type-Set, Electrostatic Photocopying, "Photostat" or similar processes properly processed and washed ;
or if produced by spirit duplicator, or if typed.

No document will be accepted however, if, in general appearance, legibility, format or durability, it is unsuitable for publication and use on the Company's public file.

SPECIAL RESOLUTION.

"That notwithstanding the provisions of Regulation 118 of Part 1 of Table A in the First Schedule to the Companies Act 1948 (which regulation forms part of the Company's Articles of Association) -

- (a) any final dividend declared for the year ended 31st March 1974 in respect of the Ordinary Shares in the Capital of the Company shall not apply to those Ordinary Shares ("the Relevant Shares") of which those members of the Company who were the registered holders at the close of business on 31st March 1974 ("the Relevant Shareholders") have completed a Form of Election (circulated to Members under cover of a letter from the Chairman dated 28th February 1975) each in respect of not less than seven existing Ordinary Shares electing to receive an allotment of new Ordinary Shares of the Company credited as fully paid in lieu of a dividend on the Relevant Shares
- (b) an amount equal to that part of the final dividend hereafter declared on the Ordinary Shares of the Company for the year ended 31st March 1974 which but for the said election would be attributable to the Relevant Shares and be paid on 21st March 1975 to the Relevant Shareholders to be capitalised and applied in paying up in full at par the appropriate number of new Ordinary Shares of £1 each in the Capital of the Company (any sum of less than £1 and any fraction of a Share being disregarded) and
- (c) such new Ordinary Shares so paid up be set free for distribution amongst the Relevant Shareholders in such manner that each one of the Relevant Shareholders shall receive that number of new Ordinary Shares (valued at par) that shall be equal in value to the amount of such final dividend (plus tax credit in respect thereof) to which he would have been entitled but for such election (any sum of less than £1 and any fraction of a Share being disregarded). The new Ordinary Shares so issued shall rank pari passu in all respects with the existing Ordinary Shares in the Capital of the Company save that they shall not rank for payment of any final dividend declared in respect of the year ended 31st March 1974
- (d) until 6th April 1975 the Directors shall have power upon declaring any interim dividend for the year ending 31st March 1975 to give to the Ordinary Shareholders an opportunity to elect to receive an allotment of Ordinary Shares in lieu thereof and to capitalise any sum standing to the credit of any appropriate reserve fund of the Company and apply the same in paying up in full any Ordinary Shares required to be allotted to persons who have elected to receive fully paid Ordinary Shares in the Capital of the Company valued at par in lieu of the whole or part of such interim dividend (which shall not be payable upon the Shares in respect of which such election is exercised) and to allot the same credited as fully paid up to the persons accordingly entitled thereto
- (e) the powers hereby given are additional to the provisions for capitalisation of profits contained in Regulations 128 and 129 in Part 1 of the said Table A and the Articles of Association of the Company shall be construed subject to the provisions of this Special Resolution"



COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

☒ 123

257489

Name of company

D. MATTHEWS & SON LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 4TH JULY 1986 the nominal capital of the company has been
increased by £ 750,000 beyond the registered capital of £ 250,000

A copy of the resolution authorising the increase is attached

5 the copy must be
printed or in some
other form approved
by the registrar

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

"to rank pari passu in all respects with the existing Ordinary £1 Shares
in the capital of the company".

Please tick here if
continued overleaf

† delete as
appropriate

Signed

[Director][Secretary]† Date

4-7-86

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 261010

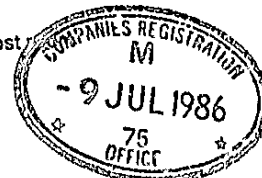


Presenter's name address and
reference (if any):

GRANT THORNTON
CHARTERED ACCOUNTANTS
1 STANLEY STREET
LIVERPOOL L1 6AD

For official Use
General Section

Post



[COPY]

special resolution(s)

21 04
J 3782

name of company

Company Number

257489

127

D. MATTHEWS & SON

Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at REGINALD ROAD, ST. HELENS

on the 4TH day of JULY 1986

the following SPECIAL RESOLUTION(S) was/were duly passed:-

That the authorised share capital of the company be increased from £250,000 to £1,000,000 by the creation of 750,000 additional Ordinary £1 Shares to rank pari passu in all respects with the existing Ordinary £1 Shares in the capital of the company.

That the Articles of Association of the company be altered as follows:-

by deleting in Article 10 the word "five" and substituting therefor the word "eight".

GRANT THORNTON
CHARTERED ACCOUNTANTS
1 STANLEY STREET
LIVERPOOL L1 6AD

SIGNED

David Matthews
DIRECTOR

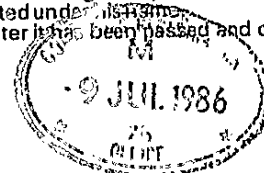
NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under this heading.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

PRODUCED AND SUPPLIED BY

Jordan & Sons

JORDAN & SONS LIMITED
15 WICK PLACE
DON N1 6EE
PHONE 01 253 3030
X 201010



13
J27

COMPANY LIMITED BY SHARES

Company Number

257489

131

[COPY]

ordinary resolution(s)

of **D. MATTHEWS & SON** Limited

Passed the **4TH** day of **JULY** 19.....⁸⁶

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at **REGINALD ROAD, ST. HELENS**

on the **4TH** day of **JULY** 19.....⁸⁶

the following ORDINARY RESOLUTION(S) was/were duly passed:—

that a Bonus Issue, renounceable in whole or in part, be made in the proportion of three(3) Ordinary £1 Shares for every (1) Ordinary £1 Share held in the Company's Register at close of business on 3rd July 1986, by way of capitalising £653,436 of reserves.

GRANT THORNTON
CHARTERED ACCOUNTANTS
1 STANLEY STREET
LIVERPOOL L1 6AD

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON W1 6EE
TELEPHONE 01 253 3000
TELEFAX 201010

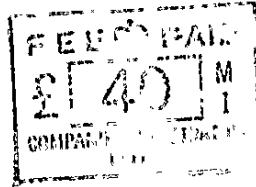


[Signature]
.....
DIRECTOR.

- NOTES:**
(1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
(2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

[COPY]

special resolution(s)



J3782

Company Number

257489

name of company

D. MATTHEWS & SON

Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at REGINALD ROAD, ST. HELENS

on the

26TH

day of

JUNE

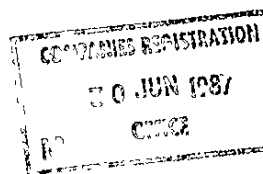
19 87

the following SPECIAL RESOLUTION(S) was/were duly passed:-

that the name of the company be changed to:-
"MATTHEWS OFFICE FURNITURE LIMITED"



180-Borc.
762077
Rota.



SIGNED

David Matthews
DIRECTOR

PRINTED AND SUPPLIED BY

Matthews

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Company or by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 257489

I hereby certify that

D. MATTHEWS & SON LIMITED

having by special resolution changed its name,

is now incorporated under the name of

MATTHEWS OFFICE FURNITURE LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 27 JULY 1987

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer

15BAEX/KH/SD/MEG/18.07.88

THE COMPANIES ACT 1929

AND

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

MATTHEWS OFFICE FURNITURE LIMITED

Registered: 1st July 1931
Number: 257489

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

MATTHEWS OFFICE FURNITURE LIMITED

1. The name of the Company is "Matthews Office Furniture Limited".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To purchase or otherwise acquire and take over the goodwill and certain of the assets of the business of a shop and office fitter and furnisher, now carried on by Louis Matthews at Nos. 14 to 16 Manchester Street, in the City of Liverpool, under the style or firm of "D. Matthews & Son", and with a view thereto to enter into the agreement referred to in Clause 3 of the Company's Articles of Association and to carry the same into effect with or without modification.
 - (B) To carry on the business referred to in the proceeding paragraph as the same has been carried on heretofore by the said Louis Matthews.
 - (C) To carry on the business of manufacturers of and dealers in furniture and upholstery, carpets, blinds, table and other linen, china, crockery, stoneware, earthenware, glass, ironmongery, copperware, tinware, enamelledware, silver and other plate and plated goods, cutlery and the like articles and generally of office and shop and ship furnishers and decorators, carpenters, joiners, cabinet makers, upholsterers, french polishers, locksmiths, safe factors, and of paper hangers and manufacturers of and dealers in wall and other papers and of painters, glaziers, plumbers, tilers, gas and electric light engineers, water and sanitary engineers and builders and to undertake and carry out the furnishing, fitting, equipping, lighting and heating, draining, decorating and preparing for occupation of any offices, shops, houses, hotels, warehouses or other buildings and ships.
 - (D) To carry on any other business, whether manufacturing or otherwise, which may from time to time seem capable of being conveniently carried on in connection with any such business

aforesaid, or otherwise calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights, and to manufacture, repair, buy, sell and deal in all kinds of plant, machinery, apparatus, fixtures, fittings, goods and articles of all kinds for use in any of the businesses aforesaid, or for use in advertising any of the said businesses.

- (E) To purchase, take on lease or in exchange, hire or otherwise acquire any freehold or leasehold land and buildings, shops, offices and other property, for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any such land or other property, and to construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company.
- (F) To apply for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, excise or other licences, protections, concessions, copyrights, secret or other information as to any invention, and exclusive or other rights of use which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, or any similar business, or possessed of property suitable for the purposes of this Company, and, as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, union of interests, joint adventure, reciprocal concessions, co-operation, limiting competition, or mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid, or property acquired, any shares (fully or partly paid), debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To improve, manage, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, and to enter into contracts and arrangements of all kinds with

builders, contractors, tenants and others.

- (I) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons or companies either at interest or without and generally on such terms as may seem expedient, and in particular to customers and others having dealings with the Company upon the security of freehold or leasehold property by way of mortgage or upon marketable securities, and to give guarantees or become security for any such persons or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of bonds or debentures or debenture stock, perpetual or otherwise, and to secure the payment of any money or the repayment of any money borrowed, raised, or owing by the Company by bonds or debentures or debenture stock perpetual or otherwise charged or not charged upon, or by mortgage, charge, or lien upon the whole or any part or parts of the Company's property or assets (whether present or future) including its uncalled or unissued Capital and also by all or any of such methods to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to create and issue at par or at a premium or discount debentures, debenture stock, mortgage debentures and other securities of any description whatever or to purchase, redeem, exchange, vary, extend or pay off or re-issue any such securities.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments, and whether the same shall be drawn accepted or made in payment for any real estate or chattels real or personal or for obtaining credit to the Company.
- (M) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (N) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this

Company.

- (O) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (P) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise, and to give any officers, servants, or employees of the Company any share or interest in the profits of the Company's business or any branch thereof and for that purpose to enter into any arrangement the Company may think fit.
- (Q) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, or securities of this Company.
- (R) To support and subscribe to any charitable or public object, and to any institution, society, or club, which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or to the wives, children or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company
- (S) To promote any other company for the purpose of acquiring all or any of the property and undertaking all or any of the liabilities of this Company, or of undertaking any business or operation which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (T) To accept payment for any property sold or otherwise disposed of or dealt with by the Company either in cash or by instalments or otherwise, or in shares or securities, of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or by means of a mortgage or partly in any one mode and partly in another or others, and generally on such terms as the Board may approve.

- (U) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares (fully or partly paid) debentures, or securities of any company purchasing the same.
- (V) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (W) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each.

The Company has power from time to time to increase or reduce its capital, and to issue any shares in the original or increased capital with preferred, deferred, or other special rights, or with such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Special Resolution determine.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MATTHEWS OFFICE FURNITURE LIMITED

PRELIMINARY

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby; that is to say, Clauses 10, 24, 44 and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A as varied by these Articles, the following shall be the Regulations of the Company.
2. The Company is a Private Company and Clauses 2, 3, 4 and 5 (but not Clauses 1 or 6) in Part II of Table A shall apply to the Company.

SHARE CAPITAL AND SHARES

3. The Share Capital of the Company at the time of the adoption of these Articles is £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each.
4. The Shares shall be under the control of the Directors, who subject to the provisions of Article 5 hereof may allot and dispose of or grant options over the same to such persons on such terms and in such manner as they think fit.
5. Unless otherwise determined by Special Resolution any Shares in the Capital of the Company for the time being unissued shall, before they are issued, be offered to the members in proportion, as nearly as may be (but not, while Abbott Bros. (Southall) Limited holds more than 25 per cent of the Issued Ordinary Shares of the Company, so as to result in the said Abbott Bros. (Southall) Limited holding a smaller percentage of the Issued Ordinary Shares of the Company than it holds at the time of the said Offer) to the number of Shares held by them. Such Offer shall be made by notice specifying the number of Shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to

accept the Shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company.

6. The lien conferred by Clause 11 in Part 1 of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.
7. The Company may from time to time by Special Resolution increase the Share Capital by such sum, to be divided into Shares of such amount, as the Special Resolution shall prescribe.
- 7A. Subject to the provisions of and so far as may be permitted by law, the Company may with the sanction of a Special Resolution purchase its own Shares and may make any payment for such purpose otherwise than out of distributable profits of the Company all the proceeds of a fresh issue of Shares or otherwise as permitted by Law. Clause 10 of Part One of Table A shall not apply.

GENERAL MEETING

8. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act 1948, as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Auditor for the time being of the Company.
9. Clause 54 in Part 1 of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

10. Unless and until the Company in General Meeting shall otherwise determine the number of Directors shall be not less than two nor more than eight.
11. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors (such approval not to be unreasonably withheld) to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.
12. In addition and without prejudice to the provisions of Section 184

of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

13. (1) The Directors may, from time to time, appoint any manager or other officer or person in the employment of the Company to be an executive Director of the Company.
- (2) The appointment of a person to be an executive Director shall not (save as may otherwise be agreed between him and the Directors) affect the terms and conditions of his employment by the Company, whether as regards duties, remuneration, pension or otherwise, and his office as an executive Director shall be vacated not only on the events in which it is by the Articles provided that the office of a Director shall be vacated, but also in the event of his ceasing to be in the employment of the Company in some capacity other than that of an executive Director, or in the event of his being removed from office by a resolution of a majority of the Directors.
- (3) An executive Director shall not, while he continues to hold office, be subject to retirement by rotation, and he shall not be taken into account in determining the number, quorum or rotation of retirement of Directors.
- (4) The appointment, removal and remuneration (if any) of the executive Directors shall be determined by the Directors with full powers to make such arrangements as the Directors may think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of the executive Directors, excepting that no act shall be done that would impose any personal liability on any or all of the executive Directors either under the Statutes or otherwise except with his or their knowledge and consent.
- (5) The executive Directors shall not have any right of access to the books of the Company except with the sanction of the Directors.
- (6) An executive Director shall not be entitled to receive notice of or attend Board Meetings except when expressly invited by the Directors so to do. An executive Director shall in no case be entitled to vote at a Board Meeting.
14. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.
15. A Director may vote as a Director in regard to any contract or

arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP

16. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the members the amounts paid or credited as paid on the Shares held by them respectively and the balance (if any) shall be distributed among the members in proportion to the number of Shares held by them respectively; provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

INDEMNITY

17. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

MEMORANDUM

The above printed Articles of Association are the new Articles of Association of D Matthews & Son Limited referred to in the Special Resolution of the members of the Company, passed on the 31st day of May, 1968, which new Articles of Association are, for the purpose of identification subscribed by me as Chairman of the meeting.

P.J. Matthews,

Chairman.

NOTICE OF SPECIAL RESOLUTION

To the Registration of Companies

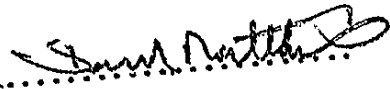
Company No. 257489

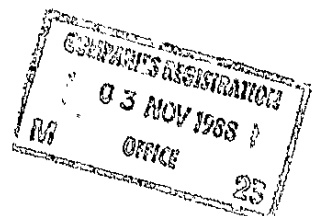
MATTHEWS OFFICE FURNITURE LIMITED

NOTICE IS HEREBY GIVEN that a Special Resolution was passed at a General Meeting of the Company on 13th October 1988 as follows:-

"That the Contract proposed to be made between the Company and Abbott Bros. (Southall) Limited for the purchase of 204,188 Ordinary Shares of £1.00 each in the Company the terms of which are set out in the written draft produced to this meeting and initialled for the purposes of identification by the Chairman be and is hereby authorised"

DATED 27th October 1988

Signed.....
Director



G

COMPANIES FORM NO. 109

Return by a company purchasing its own shares

9/2/88 474

169

Pursuant to section 169 of the Companies Act 1985

Please do not write in this margin

To the Registrar of Companies

For official use

Company number

--	--	--

257489

Please do not write in the space below for Land Revenue use only

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

* Insert full name of company

Name of company

* MATTHEWS OFFICE FURNITURE LIMITED

Note

This return must be delivered to the Registrar within a period of 28 days beginning with the first date on which shares to which it relates were delivered to the company

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	ORDINARY		
Number of shares purchased	204,188		
Nominal value of each share	£1.		
Date(s) on which the shares were delivered to the company	14 TH OCT 1988		
Maximum prices paid for each share	N/A.		
Minimum prices paid for each share	N/A.		

§ A private company is not required to give this information

The aggregate amount paid by the company for the shares to which this return relates was

£1,694,760.40

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100

£8,474

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

Signed

James Matthews

Designation:

DIRECTOR

Date 2-11-88

PRINTED AND SUPPLIED BY

JordansJORDAN & SONS LIMITED
21 ST THOMAS STREET
BRISTOL BS1 6US
TELEPHONE 0272 236600
TELEX 443110 FAX 0272 236603
DX 78161 BRISTOL
TELECOM GOLD 74 JORD07

5/87

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

GRANT THORNTON
CHARTERED ACCOUNTANTS
1 STANLEY STREET
LIVERPOOL L1 6ADFor official use
General Section

COMPANIES HOUSE

2-3 DEC 1988

M

Mid £8474

204015

18/11/88
27
39

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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257489

Name of company

* MATTHEWS OFFICE FURNITURE LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 14TH DECEMBER 1989 the nominal capital of the company has been increased by £ 9,000,000 beyond the registered capital of £ 1,000,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

TO RANK PARI PASSU IN ALL RESPECTS WITH THE
EXISTING ORDINARY £1 SHARES IN THE CAPITAL
OF THE COMPANY.

Please tick here if
continued overleaf

☐

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

Signed

Sam Matthews

Designation ‡

Chairman

Date 22-1-90.

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

COMPANIES HOUSE
1 STAPLEY STREET
LIVERPOOL L1 6AD

For official Use
General Section

Post room

COMPANIES HOUSE

24 JAN 1990

M

48

[COPY]

special resolution(s)

J3782

Company Number

257489

name of company

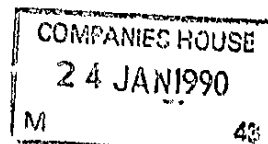
MATTHEWS OFFICE FURNITURE Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 61-63, DALE STREET, LIVERPOOL L69 2DN

on the 14TH day of DECEMBER 19 89

the following SPECIAL RESOLUTION(S) was/were duly passed:-

1. That the Authorised Share Capital of the company be increased from £1,000,000 to £10,000,000, by the creation of 9,000,000 additional Ordinary £1 Shares to rank pari passu in all respects with the existing Ordinary £1 Shares in the capital of the company.
2. That a Bonus Issue, renounceable in whole or in part, be made in the proportion of four (4) Ordinary £1 Shares for every one (1) Ordinary Share held in the Company's Register at close of business on 13th December 1989, by way of capitalising £2,668,240 of reserves.



SIGNED

Grant Thornton
DIRECTOR.

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd, for that purpose.

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Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRAUNSWICK PLACE
LONDON W1T 6EE
TELEPHONE 01 253 3030
TELEX 261010



J27

COMPANY LIMITED BY SHARES

Company Number

257489

[COPY]

ordinary resolution(s)

of MATTHEWS OFFICE FURNITURE Limited
1991

Passed the 12TH day of JULY

At THE ANNUAL General Meeting of the members of the above-named company, duly
convened and held at REGINALD ROAD
ST. HELENS MERSEYSIDE WA9 4JS 1991

on the 12TH day of JULY
the following ORDINARY RESOLUTION(S) was/were duly passed:—

THAT the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless (subject to the said section 80) previously renewed, revoked or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority.

COMPANIES
- 4 SE
M

GRANT THORNTON
CHARTERED ACCOUNTANTS
1 STANLEY STREET
LIVERPOOL L1 6AD

David Matthews
DIRECTOR

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Jordans
JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON W1A 3EE
TELEPHONE 01 233 3030
TELEK 201010



NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

[COPY]

special resolution(s)

J 3782

Company Number

257489

name of company

MATTHEWS OFFICE FURNITURE Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and

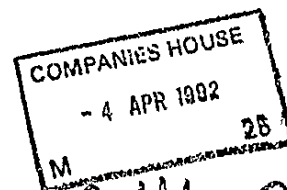
held at **61-63, DALE STREET, LIVERPOOL L69 2DN**

on the **30th** day of **MARCH** 19 **92**

the following SPECIAL RESOLUTION(S) was/were duly passed:-

- 1 That the company be and is hereby granted authority in accordance with Article 7A of its Articles of Association and Part V of the Companies Act 1985 to purchase its own shares in pursuance of and on the terms of the proposed contract between the company and Matthews Pension Fund 1979.
- 2 That the contract proposed to be made between the Company of the one part and Matthews Pension Fund 1979 of the other part for the off-market purchase of 100,000 Ordinary £1 Shares in the company for the sum of £180,000, the terms whereof are set out in the written draft produced to this meeting and initialled for the purposes of identification by the Chairman, be and is hereby authorised and approved.
- 3 That the company be and is hereby granted authority in accordance with Article 7A of its Articles of Association and Part V of the Companies Act 1985 to purchase its own shares in pursuance of and on the terms of the proposed contract between the company and Matthews Pension Fund Limited.
- 4 That the contract proposed to be made between the Company of the one part and Matthews Pension Fund Limited of the other part for the off-market purchase of 75,000 Ordinary £1 Shares in the company for the sum of £135,000, the terms whereof are set out in the written draft produced to this meeting and initialled for the purposes of identification by the Chairman, be and is hereby authorised and approved.

GRANT THORNTON
CHARTERED ACCOUNTANTS
1 STANLEY STREET
LIVERPOOL L1 6AD



SIGNED

Matthews
DIRECTOR

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and sent to Jordan & Sons Ltd. for that purpose.

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Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 8AE
TELEPHONE 01 253 3030
TELEX 261040



G

COMPANIES FORM No. 169

Return by a company purchasing its own shares

169

Pursuant to section 169 of the Companies Act 1985

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* Insert full name
of company**Note**This return must be
delivered to the
Registrar within a
period of 28 days
beginning with the
first date on which
shares to which it
relates were delivered
to the company‡ A private company
is not required to
give this information‡ Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriatePRINTED AND SUPPLIED BY
Jordans
JORDAN & SONS LIMITED
21 ST THOMAS STREET
BRISTOL BUSINESS
TELEPHONE 0272 232600
FLEX 442100 FAX 0272 232603
100 BRISTOL
TELECOM GUILD 74 JORD77

5/87

To the Registrar of Companies

For official use

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Company number

257489

Name of company

* MATTHEWS OFFICE FURNITURE LIMITED

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	ORDINARY		
Number of shares purchased	175,000		
Nominal value of each share	£1		
Date(s) on which the shares were delivered to the company	30.3.92		
Maximum prices paid £ for each share	/		
Minimum prices paid £ for each share	/		

The aggregate amount paid by the company for the shares to which this return relates was:

£215,000

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100

£ 1,575

Signed:

Designation: Director

Date 30/3/92

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

DAVID THORNTON
INTERREL ACCOUNTANTS
1 STANLEY STREET
LIVERPOOL L1 6ADFor official Use
General Section

Post room

207942.

Company Number: 257489

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

(Copy)
SPECIAL RESOLUTION

of

MATTHEWS OFFICE FURNITURE LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 61-63, DALE STREET, LIVERPOOL L69 2DN on the 22nd day of OCTOBER 1993, the following SPECIAL RESOLUTION was duly passed:-

That pursuant to the provisions of Section 43 Companies Act 1985, the Company be re-registered as a public company and

- (a) the Company's Memorandum of Association be altered as follows:-
- (i) by deleting the existing Clause 1 and substituting therefor the following Clauses to be numbered 1 and 2:
 - "1. The name of the Company is "MATTHEWS OFFICE FURNITURE PLC"
 - 2. The Company is a public company."
 - (ii) by renumbering existing Clauses 2, 3, 4, and 5 as Clauses 3, 4, 5 and 6 respectively.

and the print of the Memorandum of Association of the Company, as so altered, produced to the Meeting, and for the purpose of identification signed by the Chairman thereof, be approved and adopted.

- (b) that the Articles of Association be and the same are hereby altered by:-
- (i) deleting Article 2 thereof and renumbering Articles 3 to 5 inclusive as 2 to 4 respectively; and,
 - (ii) deleting the reference "Article 5" in article now numbered 3 and substituting the reference "Article 4" therefor; and,
 - (iii) deleting all the words in brackets contained in new Article 4, such words beginning "(but not, ...)" and ending "... of the said offer)"; and,

(iv) deleting the existing Article 6 and renumbering the existing Article 7 as Article 5; and,

(v) deleting the existing Article 7A and substituting the following new Article as Article 6:

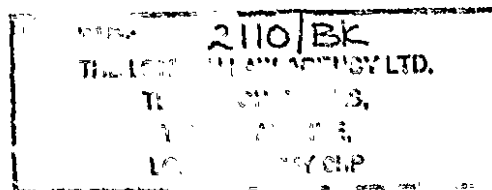
"6. Subject to the provisions of and so far as may be permitted by law, the Company may with the sanction of a Special Resolution purchase its own Shares. Clause 10 of Part I of Table A shall not apply."

and,

(vi) the existing Articles numbered 8 to 17 inclusive be renumbered 7 to 16 respectively.

David Nathan

.....
Chairman



G

COMPANIES FORM No. 43(3)

Application by a private company for re-registration as a public company

43(3)

Please do not write in this margin

Pursuant to section 43(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

257489

Name of company

* Insert existing full name of company

* MATTHEWS OFFICE FURNITURE

Limited

o Insert full name of company amended to make it appropriate for this company as a public limited company

applies to be re-registered as a public company by the name of o

MATTHEWS OFFICE FURNITURE PLC

and for that purpose delivers the following documents for registration:

- 1 Declaration made by a director or the secretary in accordance with section 43(3)(e) of the above Act (on Form No 43(3)(e))
- 2 Printed copy of memorandum and articles as altered in pursuance of the special resolution under section 43(1)(a) of the above Act.
- 3 Copy of auditors written statement in accordance with section 43(3)(b) of the above Act
- 4 Copy of relevant balance sheet and of auditors unqualified report on it

5 delete if section 44 of the Act does not apply

~~[5 Copy of any valuation report.]5~~

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

Signed: *David Matthews*

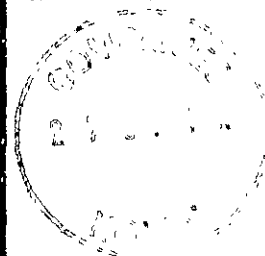
Designation: *Director*

Date *22/10/93*

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

2110/BK
THE LONDON LAW AGENCY LIMITED
15, TEMPLE AVENUE, LONDON, EC4Y 0HP

For official Use
General Section



Post room

BB
647414
E50

27 OCT 1993



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TEMPLE CHAMBERS, TEMPLE AVENUE LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)

G

COMPANIES FORM No. 43(3)(e)

Declaration of compliance with requirements by a private company on application for re-registration as a public company

43(3)(e)

Please do not
write in this margin

Pursuant to section 43(3)(e) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

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257489

Name of company

* insert full name
of company

* MATTHEWS OFFICE FURNITURE	Limited
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I, DAVID MATTHEWS
of CALDY EDGE CROFT DRIVE EAST,
CALDY, WIRRAL, MERSEYSIDE L48 1LT.

† delete as
appropriate

§ insert date

(the secretary) (a director)† of the company, do solemnly and sincerely declare that:
1 the company, on 22ND OCTOBER 1993 §, passed a special resolution
that the company should be re-registered as a public company;
2 the conditions of sections 44 and 45 of the above Act (so far as applicable) have been satisfied;
3 between the balance sheet date and the application for re-registration, there has been no change in
the company's financial position that has resulted in the amount of its net assets becoming less than
the aggregate of its called-up share capital and undistributable reserves.
And I make this solemn declaration conscientiously believing
the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 61-63 DALE STREET
LIVERPOOL L69 2DN

Declarant to sign below

David Matthews

the 22ND day of OCTOBER

One thousand nine hundred and NINETY THREE

before me John James J.J.

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):For official Use
General Section

Post room



Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 8471 (10 lines)



THE COMPANIES ACT 1929
AND
THE COMPANIES ACT 1949
AND
THE COMPANIES ACT 1987

A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM & ARTICLES OF ASSOCIATION

MATTHEWS OFFICE FURNITURE PLC

Incorporated the 1st day of July, 1931
as a Private Company Limited by Shares and
re-registered as a Public Company on the 1st day 1993.

COMPANY NUMBER 257489



COMPANY FORMATION AND INFORMATION SERVICES

The London Law Agency Limited
Temple Chambers Temple Avenue London EC4Y 0HP
Telephone 071-353 9471 Fax 071-563 1851
DX 1953 London/Chancery Lane



(D) To carry on any other business whether manufacturing or otherwise, which may from time to time seem capable of being conveniently carried on in connection with any such business aforesaid, or otherwise calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights, and to manufacture, repair, buy, sell and deal in all kinds of plant, machinery, apparatus, fixtures, fittings, goods and articles of all kinds for use in any of the businesses aforesaid, or for use in advertising any of the said businesses.

(E) To purchase, take on lease or in exchange, hire or otherwise acquire any freehold or leasehold land and buildings, shops, offices and other property, for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any such land or other property, and to construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company.

(F) To apply for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, excise or other licences, protections, concessions, copyrights, secret or other information as to any invention, and exclusive or other rights of use which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

(G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, or any similar business, or possessed of property suitable for the purposes of this Company, and, as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, union of interests, joint adventure, reciprocal concessions, co-operation, limiting competition, or mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid, or property acquired, any shares (fully or partly paid), debentures, debenture stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(H) To improve, manage, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, and to enter into contracts and arrangements of all kinds with builders, contractors, tenants and others.

(I) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined.

(J) To lend and advance money or give credit to such persons or companies either at interest or without and generally on such terms as may seem expedient, and in particular to customers and others having dealings with the Company upon the security of freehold or leasehold property by way of mortgage or upon marketable securities, and to give guarantees or become security for any such persons or companies.

(K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of bonds or debentures or debenture stock, perpetual or otherwise, and to secure the payment of any money or the repayment of any money borrowed, raised, or owing by the Company by bonds or debentures or debenture stock perpetual or otherwise charged or not charged upon, or by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled or unissued Capital and also by all or any of such methods to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to create and issue at par or at a premium or discount debentures, debenture stock, mortgage debentures and other securities of any description whatever or to purchase, redeem, exchange, vary, extend or pay off or re-issue any such securities.

(L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments, and whether the same shall be drawn accepted or made in payment for any real estate or chattels real or personal or for obtaining credit to the Company.

(M) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

(N) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

(O) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(P) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise, and to give any officers, servants, or employees of the Company any share or interest in the profits of the Company's business or any branch thereof and for that purpose to enter into any arrangement the Company may think fit.

(Q) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, or securities of this Company.

(R) To support and subscribe to any charitable or public object, and to any institution, society, or club, which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any person or persons who may have served the Company, or

to the wives, children or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.

(S) To promote any other company for the purpose of acquiring all or any of the property and undertaking all or any of the liabilities of this Company, or of undertaking any business or operation which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(T) To accept payment for any property sold or otherwise disposed of or dealt with by the Company either in cash or by instalments or otherwise, or in shares or securities, of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or by means of a mortgage or partly in any one mode and partly in another or others, and generally on such terms as the Board may approve.

(U) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, (fully or partly paid) debentures, or securities of any company purchasing the same.

(V) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.

(W) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

5. The liability of the Members is limited.

6.* The Share Capital of the Company is £10,000,000 divided into 10,000,000 Ordinary Shares of £1 each.

The Company has power from time to time to increase or reduce its capital, and to issue any shares in the original or increased capital with preferred, deferred, or other special rights, or with such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Special Resolution determine.

* By Special Resolution passed on the 14th day of December 1989 the authorised share capital of the Company was increased from £1,000,000 to £10,000,000 by the creation of 9,000,000 Shares of £1 each.

THE COMPANIES ACTS 1948 TO 1967

A PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MATTHEWS OFFICE FURNITURE PLC

(As altered by Special Resolution passed on the 22nd day of October 1993)

PRELIMINARY

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby; that is to say, Clauses 10, 24, 44 and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A as varied by these Articles, the following shall be the Regulations of the Company.

SHARE CAPITAL AND SHARES

2. The Share Capital of the Company at the time of the adoption of these Articles is £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each.

3. The Shares shall be under the control of the Directors, who subject to the provisions of Article 4 hereof may allot and dispose of or grant options over the same to such persons on such terms and in such manner as they think fit.

4. Unless otherwise determined by Special Resolution any Shares in the Capital of the Company for the time being unissued shall, before they are issued, be offered to the members in proportion, as nearly as may be to the number of Shares held by them. Such Offer shall be made by notice specifying the number of Shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company.

5. The Company may from time to time by Special Resolution increase the Share Capital by such sum, to be divided into Shares of such amount, as the Special Resolution shall prescribe.

6. Subject to the provisions of and so far as may be permitted by law, the Company may with the sanction of a Special Resolution purchase its own Shares. Clause 10 of Part One of Table A shall not apply.

GENERAL MEETING

7. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act 1948, as to giving information to members in regard to their right to appoint proxies; and

notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Auditor for the time being of the Company.

8. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

9. Unless and until the Company in General Meeting shall otherwise determine the number of Directors shall be not less than two nor more than eight.

10. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors (such approval not to be unreasonably withheld) to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

11. In addition and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

12. (1) The Directors may, from time to time, appoint any manager or other officer or person in the employment of the Company to be an executive Director of the Company.

(2) The appointment of a person to be an executive Director shall not (save as may otherwise be agreed between him and the Directors) affect the terms and conditions of his employment by the Company, whether as regards duties, remuneration, pension or otherwise, and his office as an executive Director shall be vacated not only on the events in which it is by the Articles provided that the office of a Director shall be vacated, but also in the event of his ceasing to be in the employment of the Company in some capacity other than that of an executive Director, or in the event of his being removed from office by a resolution of a majority of the Directors.

(3) An executive Director shall not, while he continues to hold office, be subject to retirement by rotation, and he shall not be taken into account in determining the number, quorum or rotation of retirement of Directors.

(4) The appointment, removal and remuneration (if any) of the executive Directors shall be determined by the Directors with full powers to make such arrangements as the Directors may think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge or approval of the executive Directors, excepting that no act shall be done that would impose any personal liability on any or all of the executive

Directors either under the Statutes or otherwise except with his or their knowledge and consent.

(5) The executive Directors shall not have any right of access to the books of the Company except with the sanction of the Directors.

(6) An executive Director shall not be entitled to receive notice of or attend Board Meetings except when expressly invited by the Directors so to do. An executive Director shall in no case be entitled to vote at a Board Meeting.

13. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

14. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP

15. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the members the amounts paid or credited as paid on the Shares held by them respectively and the balance (if any) shall be distributed among the members in proportion to the number of Shares held by them respectively; provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

INDEMNITY

16. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

Chartered Accountants
The UK Member Firm of
Grant Thornton International

Grant Thornton 

Our Ref: JPB/M31/GH

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

29 September 1993

Dear Sir

MATTHEWS OFFICE FURNITURE LIMITED

As auditors of the above company, we confirm that in our opinion the balance sheet at 31 March 1993 shows that the amount of the company's net assets (as defined by Section 264(2) Companies Act 1985) was not less than the aggregate of its called-up share capital and undistributable reserves.

Yours faithfully

L. M. J. Hamilton

1 Stanley Street
Liverpool L1 6AD
Tel 051-227 4211
Fax 051-236 3429

Authorised by The Institute of
Chartered Accountants in England
and Wales to carry on investment
business. A list of partners may be
inspected at the above address and
at Grant Thornton House
Euston Square London NW1 2EP





CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION OF PRIVATE COMPANY
AS A PUBLIC COMPANY

No 257489

I hereby certify that
MATTHEWS OFFICE FURNITURE LIMITED

formerly registered as a private company has this day
been re-registered under the Companies Act 1985 as a
public company under the name of

MATTHEWS OFFICE FURNITURE PLC
and that the company is limited

Given under my hand at Cardiff the 2nd November 1993

A handwritten signature in black ink, appearing to read 'M. B. May'.

M. B. MAY (MRS.)

An Authorised Officer