



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1697461

The Registrar of Companies for England and Wales hereby certifies that

BRITISH VENTURE CAPITAL ASSOCIATION(THE)

having changed its name, is now incorporated under the name of

**THE BRITISH PRIVATE EQUITY AND VENTURE CAPITAL
ASSOCIATION**

Given at Companies House on **16th December 2008**



C01697461F



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

RESOLUTIONS

-of-

THE BRITISH VENTURE CAPITAL ASSOCIATION

(Passed 4 December 2008)

At a General Meeting of the British Venture Capital Association (the "Association"), duly convened and held at Tower 3, 3 Clements Inn, London, WC2A 2AZ on 4 December 2008 at 2.30 p.m. the resolution numbered 1 that follows was passed as an Ordinary Resolution and the resolutions numbered 2 to 4 that follow were passed as Special Resolutions

ORDINARY RESOLUTIONS

Council member conflicts

1. **THAT** the members of the Council be and they are hereby permitted to authorise any conflict or potential conflict situation proposed to them under section 175(5)(a) of the Companies Act 2006, such authorisation to be given subject to the Companies Act 2006, on such terms and conditions as may be set out in the Articles of Association of the Association from time to time or otherwise as the members of the Council shall think fit.

SPECIAL RESOLUTIONS

Change of Association's name

2. **THAT** subject to the consent of the Registrar of Companies, the name of the Association be changed to "The British Private Equity and Venture Capital Association".

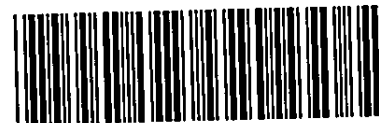
Alteration of Memorandum of Association

3. **THAT**, pursuant to section 4 of the Companies Act 1985, the Memorandum of Association of the Association be altered by deleting clause 3(i) thereof and by substituting the following new clause therefor:

"The objects for which the Association is established are to promote the private equity and venture capital industry and do all such things as are from time to time considered conducive or incidental to the attainment of such objects including (without limitation):

- a) to represent the interests and views of members of the Association on matters affecting or relating to their venture capital activities generally and, in particular, before HM Government, all governmental, regulatory or other public authorities, bodies, commissions or enquiries and, to that end, to make submissions and recommendations to, and give evidence before, any such authorities, bodies, commissions and enquiries, and

MONDAY

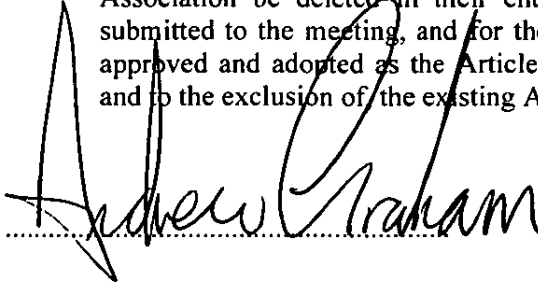


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- b) to seek to develop and maintain high standards of business conduct and professional competence within the British venture capital industry and in that regard to provide education and training for employees of members of the Association"

Adoption of new Articles of Association

- 4. **THAT**, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Association be deleted in their entirety and the regulations contained in the document submitted to the meeting, and for the purpose of identification signed by the Chairman, be approved and adopted as the Articles of Association of the Association in substitution for, and to the exclusion of, the existing Articles of Association of the Association.



Andrew Graham