

Company Number : 2089815

The Companies Act 1985

Private Company Limited by Shares



**ORDINARY
AND
SPECIAL
RESOLUTIONS**

of

HORNBUCKLE MITCHELL (FINANCIAL SERVICES) LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above named Company
duly convened and held at **57/61 WORTIMER STREET, LONDON W1N 8TX**
on **18 JULY 1996**

the following ORDINARY AND SPECIAL RESOLUTIONS were duly passed, viz;

ORDINARY RESOLUTIONS

1. THAT the Share Capital of the Company be increased from £25,000 to £100,000 by the creation of an additional 75,000 Ordinary Shares of £1 each, such shares to rank pari passu in all respects with the existing Share Capital of the Company.
2. THAT the Directors be and are hereby unconditionally authorised to allot shares up to the amount of the share capital as increased by Resolution 1 above at any time or times during the period of 5 years from the date hereof.

SPECIAL RESOLUTIONS

1. THAT the Company be re-registered as a Public Company.
2. THAT the Memorandum of Association be amended by the adoption of the following Clause as Clause 2 and the renumbering of the existing Clauses 2 to 5 (inclusive) as 3 to 6 (inclusive).

2. The Company is to be a Public Company.
3. THAT Clause 4(A) of the Memorandum of Association be amended by the adoption of the following Clause as Clause 4(A)(iii):-

- (A) (iii) To carry on the business of an investment management company in all its branches and to advise persons, firms or companies on pension schemes and general investment; to undertake and provide management administration and consultancy services of all kinds and to enter into, assist or participate in investment, financial, commercial, mercantile, industrial and other transactions, undertakings and businesses and to sustain in each ways as may seem expedient, clients' interests in the investment of money in securities of every kind; to collect and circulate statistics, facts, reports, statements, articles and other information in any way relating to or affecting the investment of money and to undertake the office of and act as trustee, executor, administrator, manager, agent or attorney of or for any such persons, firms or companies and generally to undertake, perform and discharge any trusts or trust agency business and any office of confidence; to carry on all or any of the businesses of stocks and shares dealers, brokers and agents, estate agents, property dealers and developers, personnel and business consultants and to advise on problems relating to the administration and organisation of trade, industry or business and the means and methods for extending, development and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, purchasing, marketing and sale of goods; to engage in research, investigations, evaluations and experimental work of every description in relation to the uses of materials and the application of industrial or manufacturing processes to materials.

4. THAT the name of the Company be changed to:-

HORNBUCKLE MITCHELL GROUP PLC

5. THAT the Regulations contained herein be and are hereby adopted as the Articles of Association of the Company in substitution for all the existing Articles of Association.



CHAIRMAN