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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3270629

The Registrar of Companies for England and Wales hereby certifies that

EQUATOR GROUP PLC

having by special resolution changed its name, is now incorporated  
under the name of

HANDMADE PLC

Given at Companies House, London, the 8th June 2006



\*C032706297\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

138128  
Company Number: 3270629

The Companies Act 1985 and 1989

Ordinary and Special Resolutions of

## Equator Group plc

(passed 8 June 2006)

At the Extraordinary General Meeting of the above-named Company duly convened and held on 8 June 2006 the following Resolutions were passed as to the Resolutions numbered 1 and 2 as Ordinary Resolutions and as to the Resolutions numbered 3 and 4 as Special Resolutions:

### Ordinary Resolutions

1. THAT the acquisition by the Company of the entire issued share capital of Hand Made Holdings Limited on the terms and subject to the conditions contained in the acquisition agreement dated 15 May 2006 between Cartier Investments Inc. (1) and the Company (2) as summarised in paragraph 9(a)(iv) of Part 7 of the admission document of the Company dated 15 May 2006 (the "**Admission Document**") a copy of which acquisition agreement is produced to the meeting and initialled by the Chairman for the purposes of identification be and is hereby approved and that the Directors or any duly authorised committee of the Directors be and are hereby authorised to take all steps necessary or desirable to complete the said acquisition.
2. THAT the grant by the Panel on Takeovers and Mergers of the waiver on the terms described in Part 1 of the Admission Document of any obligation on the Concert Party (as defined in the Admission Document) both individually and collectively, to make a general offer under Rule 9 of the City Code on Takeovers and Mergers as a result of the issue of Ordinary Shares to the Concert Party as consideration for the Acquisition (as defined in the Admission Document) pursuant to which the Concert Party may become the holders of up to 76.1 per cent. of the issued share capital of the Company following full implementation of the Proposals (as defined in the Admission Document) be and is hereby approved.

### Special Resolutions

3. THAT subject to and conditional upon the agreement for the acquisition of Hand Made Holdings Limited referred to in Resolution 1 above becoming unconditional in all respects other than as to the conditions relating to the admission of the enlarged issued ordinary share capital of the Company to trading on AIM:

- (a) the authorised share capital of the Company be hereby increased from £3,100,000 to £20,600,000 by the creation of 350 million new Ordinary Shares of 5p each;
- (b) the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (the “Act”) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate nominal amount of £11,250,000, such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2007, save that the Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant thereto as if the authority conferred hereby had not expired, and provided further that this authority shall be in substitution for and supersede and revoke any earlier such authority conferred on the Directors to the extent not previously utilised;
- (c) the Directors be and they are hereby generally empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94(2) of the Act) for cash pursuant to the authority conferred by paragraph (b) of this Resolution as if Section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to:
  - (i) the allotment of equity securities up to an aggregate nominal amount of £1,562,500 pursuant to the Placing (as such term is defined in the Admission Document);
  - (ii) the allotment and issue of equity securities up to an aggregate nominal amount of £226,250 in connection with the grant of options as set out in the Admission Document;
  - (iii) the allotment and issue of equity securities up to an aggregate nominal amount of £200,000 in connection with the issue of convertible loan notes as set out in the Admission Document;
  - (iv) the allotment and issue of equity securities up to an aggregate nominal amount of £78,125 in connection with the issue of warrants;
  - (v) the allotment of equity securities in connection with an issue in favour of the holders of Ordinary Shares where the equity securities respectively attributable to the interests of all holders

of Ordinary Shares are proportionate (as nearly as may be) to the respective number of Ordinary Shares held by them but subject to such exclusions or arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements arising or any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange;

- (vi) the allotment (otherwise than pursuant to sub-paragraphs (i) to (v) above) of equity securities up to an aggregate nominal amount of £565,000,

and this power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2007, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired and provided further that this power shall be in substitution for and supersede and revoke any previous power granted to the Directors to the extent not previously utilised.

- 4. THAT, subject to and conditional upon the agreement for the acquisition of Hand Made Holdings Limited referred to in resolution 1 above becoming unconditional in all respects other than as to the condition relating to the admission of the enlarged issued share capital to trading on the AIM Market of London Stock Exchange plc, the name of the Company be changed to HandMade plc.



**Chairman**