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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 1796133

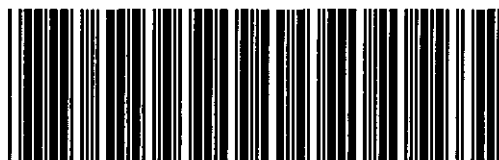
The Registrar of Companies for England and Wales hereby certifies that

MOUNTCASHEL PLC

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

ABINGDON CAPITAL PLC

Given at Companies House, London, the 25th July 2002



\*C017961330\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

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Company Number 1796133



THE COMPANIES ACTS 1985 & 1989

MOUNTCASHEL PLC

A PUBLIC COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at the offices of KBC Peel Hunt Limited, 62 Threadneedle Street, London EC2R 8HP on 24 July 2002 at 2.30 pm, the following ORDINARY AND SPECIAL RESOLUTIONS were duly passed:

ORDINARY RESOLUTIONS

1. THAT the offer by the Company (including any minor amendments, variations, revisions or extensions thereof) to acquire the whole of the issued and to be issued ordinary share capital of Corporate Synergy Holdings plc not already owned or agreed to be acquired by the Company and its subsidiaries (the "Offer") be hereby approved on the terms and subject to the conditions contained in the offer document dated 1 July 2002 from KBC Peel Hunt Limited on behalf of the Company addressed to the shareholders of Corporate Synergy Holdings plc (or upon the terms and subject to the conditions of any additional or other offer or offers approved by the directors or any duly authorised committee thereof) and with authority to the directors or such committee to waive, amend, revise, vary or extend any of the terms or conditions of the Offer (as originally made or as subsequently amended, varied, revised or extended) and that the performance or (as the case may be) grant by the Company and/or any of its subsidiaries and/or subsidiary undertakings of all acts, agreements, arrangements and indemnities which the directors or such committee consider necessary or desirable for the purpose of or in connection with the Offer or such additional or other offer or offers be hereby approved;
2. THAT the acceptance of the Offer by Mr Oliver Vaughan in respect of his shareholding in Corporate Synergy Holdings Plc and in respect of which approval is required under section 320 of the Companies Act 1985 ("the Act") is hereby approved for the purposes of section 320 of the Act;
3. THAT, subject to conditional upon: (1) the passing of Resolution 1 above; and (2) the Offer (or such additional or other offer or offers as are referred to in Resolution 1 above) becoming or being declared unconditional in all respects (except for any condition of the Offer, or such additional or other offer or offers, relating to the admission of the enlarged issued share capital of the Company to the Alternative Investment Market of the London Stock Exchange plc ("AIM")):
  - (a) the Abingdon Capital Plc Share Option Plan 2002 (the "Plan") a copy of the rules (the "Rules") of which having been produced to the meeting and initialed by the Chairman for the purpose of identification, be and they are hereby approved, the Plan be and is hereby adopted with such amendments (if any) to such rules as may be necessary to obtain the approval of the Board of Inland Revenue for the approved part of the Plan and the



directors of the Company be and are hereby authorised to do all acts and things necessary to give effect to the Plan;

- (b) the directors of the Company may be counted in the quorum and vote and their votes may be counted on any matter or any shareholders', directors' or committee meeting connected with the Plan notwithstanding that they may be interested in the same (except that no director may be counted in the quorum or vote on any matter solely concerning his own participation) and the prohibitions in this regard contained in the Articles of Association of the Company be suspended and relaxed to that extent;
- (c) the directors of the Company be authorised to establish such other share option schemes for the benefit of the employees and executive directors of the Company who are based outside the United Kingdom on such terms as the directors of the Company may consider appropriate to take account of local tax, exchange control or securities laws in overseas territories provided that such other schemes are based upon the Plan and that any shares issued or which might be issued under any such scheme will be subject to and treated as counting against the limitations on individual and overall participation specified in the Plan; and
- (d) the directors of the Company be and they are hereby authorised to issue shares at a subscription price which is not less than the current 'market value' of such shares (as defined in the Rules) to the trustee of any trust established by the Company for the benefit of employees of the Company and its subsidiaries for the purposes of satisfying the exercise of share options granted or entered into by the trustee to employees of the Company and its subsidiaries.

4. THAT, subject to conditional upon: (1) the passing of Resolution 1 above; and (2) the Offer (or such additional or other offer or offers as are referred to in Resolution 1 above) becoming or being declared unconditional in all respects (except for any condition of the Offer, or such additional or other offer or offers, relating to the admission of the enlarged issued share capital of the Company to AIM), the directors of the Company be and they are hereby generally and unconditionally authorised (in substitution for all previous powers granted thereunder) to allot relevant securities (within the meaning of Section 80 of the Act) up to an aggregate nominal amount of £7,450,000 if Resolution 6 below is not passed (or if Resolution 6 below is passed up to an aggregate nominal amount of £745,000) provided that this authority shall expire on the earlier of the conclusion of the annual general meeting of the Company to be held in 2003 and 23 July 2003 and, unless and to the extent that such authority is renewed or extended prior to such date, that the Company may before such expiry make an offer or agreement which would, or might, require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby has not expired.

### SPECIAL RESOLUTIONS

5. THAT, subject to conditional upon: (1) the passing of Resolution 1 above; and (2) the Offer (or such additional or other offer or offers as are referred to in Resolution 1 above) becoming or being declared unconditional in all respects (except for any condition of the Offer, or such additional or other offer or offers, relating to the admission of the enlarged issued share capital of the Company to AIM) the directors of the Company be and they are hereby empowered pursuant to Section 95 of the Act (in substitution for all previous powers granted thereunder) to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred by Resolution 4 above as if section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities where the equity securities respectively attributable to the interests of all shareholders are proportionate (as nearly as maybe) to the number of ordinary shares in the Company held by them but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas holders, fractional entitlements or otherwise;
- (b) the allotment of equity securities of up to an aggregate nominal amount of £279,500 if Resolution 6 below is not passed (or, if Resolution 6 below is passed, to an aggregate nominal amount of £27,950) in connection with the issue by the Company of ordinary shares in the Company pursuant the exercise of options granted by the Company to A C Roberts and A Graham;
- (c) the allotment of equity securities up to an aggregate nominal amount of £476,606.50 if Resolution 6 below is not passed (or, if Resolution 6 below is passed, to an aggregate nominal amount of £47,660.65) in connection with issue by the Company of ordinary shares in the Company pursuant to the exercise of warrants in issue by the Company under a warrant instrument dated 1 December 1995;
- (d) the allotment of equity securities up to an aggregate nominal amount of £1,429,915 if Resolution 6 below is not passed (or, if Resolution 6 below is passed, to an aggregate nominal amount of £142,991.50) in connection with the grant by the Company of options under the Abingdon Capital Plc Share Option Plan 2002 ("the Plan") and issue of ordinary shares in the Company pursuant the exercise of options granted under the Plan;
- (e) the allotment of equity securities (other than pursuant to sub-paragraphs 5(a) to 5(d) above) up to an aggregate nominal amount of £844,512.50 if Resolution 6 below is not passed (or, if Resolution 6 below is passed, up to an aggregate nominal amount of £84,451.25);

such authority and power to expire on the earlier of the conclusion of the annual general meeting of the Company to be held in 2003 and 23 July 2003, but so that the Company may, before such expiry, make any offer or agreement which would or might require Ordinary Shares to be allotted after such expiry and that the Directors may allot Ordinary Shares in pursuance of any such offer or agreement as if such authority had not expired.

- 6. THAT subject to and conditional upon: (1) Resolution 1 above being duly passed; and (2) the Offer (or such additional or other offer or offers as are referred to in Resolution 1 above) becoming or being declared unconditional in all respects (except for any condition of the Offer, or such additional or other offer or offers, relating to the admission of the enlarged issued share capital of the Company to AIM):

- (a) each
  - a. of the 9,021,869 issued ordinary shares of 50p each in the capital of the Company be and they are divided into four ordinary shares of 5p ("Ordinary Shares") and one deferred share of 30p having the rights and restrictions set out in sub-paragraph (b) below of this Resolution ("Deferred Shares"); and
  - b. of the existing 12,818,131 authorised but unissued ordinary shares of 50p each in the capital of the Company be and they are divided into ten Ordinary Shares; and
- (b) the existing articles of association be amended by the deletion of all of Article 3 and the substitution of the following in its place:

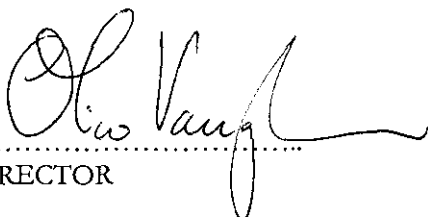
- “(1) The authorised share capital of the Company at the date of the resolution adoption of this Article 3 is £10,920,000 divided into 164,268,786 ordinary shares of 5p each (“Ordinary Shares”) and 9,021,869 deferred shares of 30p each (“Deferred Shares”). The Deferred Shares shall confer on the holders thereof the rights and restrictions set out in Article 3(2) below.
- (2) The Deferred Shares shall have the following rights and be subject to the following restrictions:
- (i) The holders of Deferred Shares shall not be entitled to receive or participate in any dividend in respect of the Deferred Shares held by them respectively.
  - (ii) On a return of capital on a winding-up, each holder of a Deferred Share shall be entitled to receive a sum equal to the nominal capital paid up or credited as paid up thereon but only after the sum of £1,000,000 per Ordinary Share has been distributed amongst the holders of the Ordinary Shares and the holders of the Deferred Shares shall not be entitled to any further participation in the assets or profits of the Company;
  - (iii) the holders of Deferred Shares shall have no right to receive notice of or attend and shall not be entitled to vote at a general meeting, whether such vote is on a show of hands or on a poll, in respect of the Deferred Shares held by them respectively.
  - (iv) The Company shall, subject to the provisions of the Act, be entitled to redeem all the Deferred Shares at any time. The aggregate amount payable to all the holders of the Deferred Shares as a class between them on redemption shall be the amount of £1. Payment of the redemption monies shall be despatched to holders entitled thereto as soon as practicable after the date of redemption provided that entitlements of less than £1 per holding may be retained for the benefit of the Company.
  - (iv) The Directors reserve the right to suspend the registration of transfers of Deferred Shares at such times and for such periods (not exceeding twenty-eight days in each year) as the Directors may determine.
  - (vi) Each holder of the Deferred Shares shall be deemed irrevocably to have authorised the Company at any time to appoint a Director or Directors (or such other person who may be nominated by the Directors) to execute on behalf of such holder an agreement in respect of the redemption or, transfer of, and a transfer, of the Deferred Shares (including any fractional entitlements to a Deferred Share) to such person including without limitation the Company as the Company may designate, and/or to purchase the same itself in accordance with applicable laws in either such case for an aggregate consideration of £1 for all of the Deferred Shares for the time being in issue without obtaining the further sanction of such holder and upon such terms that any such consideration not exceeding £1 in respect of any holding of Deferred Shares may be paid to and/or retained for the benefit of the Company, and to execute or sign on behalf of such holders such other documents as may be necessary or appropriate to give effect to the foregoing provisions; and pending such transfer or

purchase the Company may refrain from issuing any certificate in respect of such Deferred Shares."

7. THAT, subject to and conditional upon: (1) Resolution 1 above being duly passed; and (2) the Offer (or such additional or other offer or offers as are referred to in Resolution 1 above) becoming or being declared unconditional in all respects (except for any condition of the Offer or such additional or other offer or offers, relating to the admission of the enlarged issued share capital of the Company to AIM), the name of the Company be changed to Abingdon Capital Plc.
8. THAT, subject to and conditional upon: (1) Resolution 1 above being duly passed; and (2) the Offer (or such additional or other offer or offers as are referred to in Resolution 1 above) becoming or being declared unconditional in all respects (except for any condition of the Offer or such additional or other offer or offers, relating to the admission of the enlarged issued share capital of the Company to AIM), the Articles of Association produced to the meeting marked "A" and initialed by the chairman of the meeting for the purposes of identification only be and they are hereby adopted to the exclusion of and in substitution for the existing Articles of Association of the Company.
9. THAT, subject to and conditional upon: (1) Resolution 1 above being duly passed; and (2) the Offer (or such additional or other offer or offers as are referred to in Resolution 1 above) becoming or being declared unconditional in all respects (except for any condition of the Offer or such additional or other offer or offers, relating to the admission of the enlarged issued share capital of Mountcashel to AIM), the terms of the proposed contract relating to the off-market purchase by the Company from David Smith (in his capacity as the trustee of all of the holders of Deferred Shares) of 9,021,869 Deferred Shares for a total purchase price of £1 produced to the meeting marked "B" and initialed by the chairman of the meeting for the purposes of identification only be and it is hereby authorised, such authority to expire on 31 December 2002, that the said contract be and it is hereby approved and that the directors of the Company be and they are hereby authorised to enter into and conclude the said contract.
10. THAT, subject to and conditional upon: (1) Resolution 1 above being duly passed; and (2) the Offer (or such additional or other offer or offers as are referred to in Resolution 1 above) becoming or being declared unconditional in all respects (except for any condition of the Offer, or such additional or other offer or offers, relating to the admission of the enlarged issued share capital of the Company to AIM):
  - (a) the Company be and is hereby generally and unconditionally authorised, pursuant to Section 166 of the Companies Act 1985 to make market purchases (as defined in Section 163 of the Companies Act 1985) of its own shares on such terms and in such manner as the directors of the Company shall determine;
  - (b) the general authority conferred by this resolution shall:
    - (i) if Resolution 6 above is not passed, be limited to a maximum of 1,429,915 ordinary shares of 50p each in the capital of the Company or, if Resolution 6 above is passed, be limited to a maximum of 5,719,660 ordinary shares of 5p each in the capital of the Company (in each case representing 10 per cent. of the enlarged issued share capital of the Company following the Offer, assuming full acceptance of the Offer);
    - (ii) not permit payment of a price per ordinary share in the Company, exclusive of expenses of less than 10p, if Resolution 6 above is not passed, or of less than 1p, if Resolution 6 above is passed, or, in either case, of more than 105 per cent. of the

average price at which business was done in the ordinary shares of the Company in the ten business days preceding the purchase;

- (iii) expire on the earlier of the conclusion of the annual general meeting of the Company to be held in 2003 and 23 July 2003 save that the Company may before the expiry of the power hereby conferred contract to purchase its own ordinary shares which contract requires or might require the purchase of such ordinary shares wholly or partly after such expiry.

  
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DIRECTOR