

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1805708

The Registrar of Companies for England and Wales hereby certifies that

THE FLEMING GEARED GROWTH INVESTMENT TRUST PLC

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

THE FLEMING APPLIED SCIENCE & TECHNOLOGY TRUST PLC

Given at Companies House, London, the 22nd March 2000



C01805708L

A handwritten signature in black ink, appearing to read 'K Davis'.

K DAVIS

For The Registrar Of Companies



C O M P A N I E S H O U S E

No. 1805708



THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

**THE FLEMING GEARED GROWTH
INVESTMENT TRUST PLC**

(Passed 22 March, 2000)

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 25 Cophall Avenue, London EC2 on 22 March at 1.00 pm the following resolutions were passed as Ordinary and Special Resolutions.

ORDINARY RESOLUTION

1. **THAT** the new investment objective proposed to be adopted by the Company in place of its existing investment objective, as described in the Circular dated 28 February 2000 to the shareholders of the Company be and is hereby approved.

SPECIAL RESOLUTION

2. **THAT:**

- (a) conditional on resolution 1 being passed and subject to the consent of the Registrar of Companies, the name of the Company be changed to "The Fleming Applied Science & Technology Trust plc";

N/C London
NW £100.00
031791

- (b) pursuant to section 9 of the Companies Act 1985 (the "Act"), the Articles of Association of the Company be altered by deleting Article 112(B) and substituting the following therefor:-

"(B) The board shall establish a reserve to be called the "capital reserve" and shall either carry to the credit of such reserve from time to time all capital profits or appreciations arising on the sale, transposition, payment off, or revaluation of any investment or other capital assets of the Company in excess of the book value thereof or apply the same in providing for depreciation or contingencies. Any losses realised on the sale, revaluation or payment off of any investments or other capital assets and any expenses and other sums incurred in connection with the management of the Company and its assets which, in the opinion of the board, are reasonably and fairly apportioned to capital may be carried to the debit of the capital reserve except insofar as the board may in its discretion decide to make good the same out of other funds of the Company. All sums carried and standing to the capital reserve may be applied for any of the purposes to which sums standing to any reserve under the provisions of paragraph (A) of this Article are applicable (including a capitalisation of reserves under Article 126), except and provided that no part of the capital reserve or any other moneys in the nature of accretion to capital shall in any event be transferred to revenue account to be regarded or treated as profits of the Company available for dividend or distribution or be applied in paying dividends on any shares in the Company's capital or making any distributions other than a distribution of capital by way of the redemption or purchase of the Company's own shares in accordance with sections 160 or 162 of Chapter VII of Part V of the Act."

- (c) for the purposes of section 80 of the Act (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):

(i) the directors of the Company (the "Directors") be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot ordinary shares of 50 pence each in the capital of the Company up to a maximum nominal amount of

£2,738,822 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution;

- (ii) the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities pursuant to any such offer or agreement notwithstanding the expiry of the authority given by this resolution,

so that all previous authorities of the Directors pursuant to section 80 be and they are hereby revoked;

- (d) the Directors be and are hereby empowered in accordance with section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash, pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by the foregoing paragraph (c) of this resolution, as if sub-section (1) of section 89 and sub-sections (1) - (6) of section 90 of the Act did not apply to any such allotment provided that the power conferred by this resolution shall be limited to the allotment of ordinary shares of 50 pence each in the capital of the Company up to an aggregate nominal value not exceeding £463,050 and this power, unless renewed, shall extend to the making, before such expiry, of 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 such offer or agreement as if the authority conferred hereby had not expired.



CHAIRMAN