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49(1)

Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

1899316

Company Name in full

NATWEST EQUITY PARTNERS GROUP LIMITED

S/7M/£100
N/C
BB 053877



NOTE:

Alterations in the memorandum
and articles should be set out
overleaf.

- ① A non prescribed form of
Statutory Declaration (form
No. 49 (8) (b)) is available.

- ② Please delete as appropriate.

- ③ If the currency is not in
Pounds Sterling, please quote
the currency used.

Application by a limited company to be re-registered as unlimited

applies to be re-registered as unlimited.

The following documents are attached in support of this application for the
company to be re-registered as unlimited:

1. Signed assents by or on behalf of all the members of the company
(Form No. 49(8)(a))
2. ① A statutory declaration made by the directors of the company
according to section 49(8)(b) of the Companies Act 1985
3. A printed copy of the company's memorandum incorporating the
alterations set out overleaf (see attached page)
4. ② [A printed copy of the company's articles incorporating the alterations
set out overleaf] ~~[Printed articles for registration, the company not
having previously registered articles].~~

Nominal share capital (if any) provided for in the articles as altered

③ £ 35,000,000

Signed

D. A. Shaw

Date

7-2-2000

† Please delete as appropriate.

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

† a director / secretary

(KJYS)

Linklaters

One Silk Street

London

EC2Y 8HQ

Tel 0171 456 2000

DX number DX: 10

DX exchange CDE



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When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company No. 1899316

Alterations to the Memorandum and Articles

1. Memorandum of Association

The Memorandum of Association of the company has been altered as follows:

- 1.1** by deleting the word "Limited" from the name of the company in clause 1, and throughout;
- 1.2** by deleting clause 4 which provided that the liability of the members should be limited;
- 1.3** by deleting clause 5 which set out the nominal capital and capital structure of the company.

2. Articles of Association

The Articles of Association of the company have been altered as follows:

- 2.1** by inserting as regulation 2.7 the following new regulation:

"2.7 The Company may by special resolution -

2.7.1 increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;

2.7.2 consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;

2.7.3 subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;

2.7.4 cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;

2.7.5 reduce its share capital and any share premium account in any way.

Regulations 32 and 34 of Table A shall not apply to the Company."

- 2.2** by inserting as regulation 4.2 the following new regulation:

"The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in regulation 38 of Table A."

- 2.3** by re-numbering the regulations accordingly.