

No. 04195592



THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

INFLEXION PRIVATE EQUITY INVESTMENT TRUST PLC

At an extraordinary general meeting of Inflexion Private Equity Investment Trust PLC duly convened and held on 6 August 2002, the following resolution was passed as a special resolution.

SPECIAL RESOLUTION

THAT, pursuant to the provisions of section 53 of the Companies Act 1985, the Company be re-registered as a private company under the name of Inflexion Private Equity ~~Investment Trust~~ Limited and that in connection with such re-registration:

- (c) the memorandum of association of the Company be amended as follows:
- (i) by deletion of the word ~~"plc"~~ <sup>"Investment Trust plc"</sup> in the name of the Company and substituting for it the word "Limited"; and
  - (ii) by deleting the existing clause 2 in its entirety; and
  - (iii) by renumbering the remaining clauses accordingly; and
- (d) new articles of association in the form contained in the draft articles of association produced to the meeting and initialled by the chairman for the purposes of identification be adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association.



.....  
Director/Secretary

**Presented by:** Ashurst Morris Crisp  
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