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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5845469

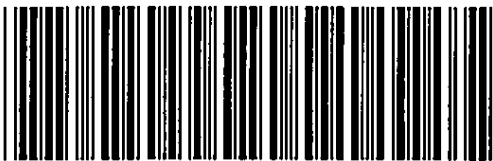
The Registrar of Companies for England and Wales hereby certifies that

KANYON PLC

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

OXFORD ADVANCED SURFACES GROUP PLC

Given at Companies House, London, the 28th December 2007



C05845469R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

027314/100



Kanyon Plc

(Incorporated and registered in England and Wales under the Companies Act 1985
(as amended and, to the extent effective, superseded by the Companies Act 2006) with Registered Number 05845469)

NOTICE IS HEREBY given that a general meeting of Kanyon Plc (the "Company") held on 21 December 2007 at 10 00 a m the following resolutions were passed of which numbers 1 to 7 were passed as Ordinary Resolutions and numbers 8 to 10 were passed as Special Resolutions.

ORDINARY RESOLUTIONS

- 1 THAT the Acquisition (as defined in the Admission Document sent to the Company's Shareholders dated 12 December 2007 (the "Admission Document") be and it is hereby approved for the purposes of Rule 14 of the AIM Rules for Companies and the Directors be and are hereby authorised, for and on behalf of the Company, to finalise all matters set out in the Acquisition Agreement (as defined in the Admission Document) and to do all other matters provided therein or related to the Acquisition and, at their sole discretion, to amend, waive, vary and/or extend any of the terms of the Acquisition Agreement and/or any other document referred to therein and/or connected with the Acquisition in whatever way they may consider to be necessary and/or desirable or do all such acts and/or things as they may consider necessary and/or desirable in connection with the Acquisition provided that there is no material change to the substance of the terms and conditions of the Acquisition or the Acquisition Agreement, as set out and defined in the Admission Document
- 2 THAT, conditionally upon resolutions 1 in the notice of general meeting of the Company dated 12 December 2007 being duly passed by the Shareholders as an ordinary resolution, the Acquisition Agreement (as defined in the Admission Document sent to the Company's Shareholders dated 12 December 2007 (the "Admission Document") providing for the purchase by the Company of the entire issued share capital of OAS on the terms set out in the Admission Document be and is hereby approved for the purposes of section 190 of the Companies Act 2006 subject to such amendments as the Directors of the Company (other than David Norwood and Alan Aubrey) shall consider necessary or appropriate (but not constituting a material change from the terms set out in the Admission Document).
- 3 THAT, conditionally upon resolutions 1 and 2 in the notice of general meeting of the Company dated 12 December 2007 being duly passed by the Shareholders as ordinary resolutions, the authorised share capital of the Company be increased from £1,000,000 to £3,000,000 by the creation of an additional 2,000,000,000 ordinary shares of £0 001 each, such shares to form one class with and to rank *pari passu* in all respects with the existing ordinary shares of £0 001 each in the Company's share capital and having the rights and being subject to the restrictions set out in the articles of association of the Company
- 4 THAT, conditionally upon resolutions 1, 2 and 3 in the notice of general meeting of the Company dated 12 December 2007 being duly passed by the Shareholders as ordinary resolutions, pursuant to Article 56 1 of the articles of association of the Company, every 10 Ordinary Shares of £0 001 each in the capital of the Company be

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and are hereby consolidated into 1 New Ordinary Share of £0.01 in the capital of the Company with effect from 5 p.m. on the date of passing of this resolution

- 5 THAT, conditionally upon resolutions 1, 2, 3 and 4 in the notice of general meeting of the Company dated 12 December 2007 being duly passed by the Shareholders as ordinary resolutions, the Directors of the Company be and they are hereby generally and unconditionally authorised, in substitution for all previous powers granted to them, to allot relevant securities within the meaning of Section 80 of the Companies Act 1985, up to an aggregate nominal amount of £1,540,113.40 and such authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2008 or 15 months after the passing of this resolution (whichever is earlier) save that the Company may before such expiry make an offer or enter into an 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 had not expired
- 6 THAT, conditionally upon resolutions 1, 2, 3, 4 and 5 in the notice of general meeting of the Company dated 12 December 2007 being duly passed by the Shareholders as ordinary resolutions and/or special resolutions (as the case may be)
 - (a) the Oxford Advanced Surfaces Group Plc Enterprise Management Investment Scheme and Unapproved Share Option Plan 2007 (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

- 7 THAT, conditionally upon resolutions 1, 2, 3, 4, 5 and 6 in the notice of general meeting of the Company dated 12 December 2007 being duly passed by the Shareholders as ordinary resolutions and/or special resolutions (as the case may be), the investment strategy of the Company (as described in the Admission Document sent to the Company's Shareholders dated 12 December 2007) be and is hereby approved

SPECIAL RESOLUTIONS

- 8 THAT, conditionally upon resolutions 1, 2, 3, 4, 5, 6 and 7 in the notice of general meeting of the Company dated 12 December 2007 being duly passed by the Shareholders as ordinary resolutions, the Directors of the Company be authorised and empowered pursuant to section 95 of Companies Act 1985 (the "1985 Act") (in substitution for all powers previously granted thereunder) to allot equity securities (as defined in section 94(2) of the 1985 Act) for cash pursuant to the section 80 authority referred to in resolution 6 above as if section 89(1) of the 1985 Act did not apply to any such allotment, such power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2008 or 15 months after the passing of this resolution (whichever is earlier), and such power is limited to the allotment of equity securities

- (a) in connection with rights issues to holders of ordinary shares where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the law of, or the requirements of any regulatory body or any recognised stock exchange in, any territory, and
- (b) in connection with the Acquisition (as defined in the Admission Document sent to the Company's Shareholders dated 12 December 2007 (the "Admission Document")) up to a maximum aggregate nominal value of £775,399 07,
- (c) in connection with the allotment of equity securities up to an aggregate nominal value of £1,250 in connection with the exercise of an option granted to Mathew Sutcliffe,
- (d) in connection with the grant by the Company of Kanyon Options (as defined in the Admission Document) and the exercise of the Kanyon Options up to a maximum nominal value of £109,692 22, and
- (e) (otherwise than pursuant to paragraphs (a) to (d) above) up to a maximum aggregate nominal amount of £266,886 06

provided that the Company may, before the expiry of this power, make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power had not expired

- 9 THAT, conditionally upon resolutions 1, 2, 3, 4, 5, 6, 7 and 8 in the notice of general meeting of the Company dated 12 December 2007 being duly passed by the Shareholders as ordinary resolutions and/or special resolutions (as the case may be), the New Articles of Association produced at the meeting marked "A" and initialled by the Chairman of the meeting (for the purposes of identification only) be and are hereby adopted to the exclusion of and in substitution for the existing Articles of Association of the Company
- 10 THAT, conditionally upon resolutions 1, 2, 3, 4, 5, 6, 7, 8 and 9 in the notice of general meeting of the Company dated 12 December 2007 being duly passed by the Shareholders as ordinary resolutions and/or special resolutions (as the case may be), the name of the Company be and is hereby changed to Oxford Advanced Surfaces Group Plc


Director/Secretary