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COMPANIES HOUSE

1008

## Bridgepoint Capital Group Limited

Company No: 3880081

Passed: 7 November 2005

The Companies Acts 1985 and 1989

At the Annual General Meeting of the above-named Company duly convened and held at 101 Finsbury Pavement, London, EC2A 1EJ, England on Monday 7 November 2005 the following Resolutions were duly passed.

1. That the capital of the Company be increased from £59,423 to £67,470 by the creation of 804,750 ZZ shares of £0.01 each. The ZZ shares have the rights and restrictions as set out in the amended Articles of Association of the Company.
2. That the capital of the Company be increased from £67,470 to £67,471 by the creation of 1 YY share of £1.00 each. The YY shares have the rights and restrictions as set out in the amended Articles of Association of the Company.
3. THAT the draft new Articles of Association, in the form produced to the meeting and attached as "Appendix 1" be hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

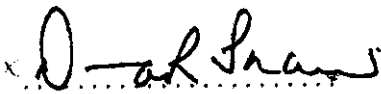
That 804,750 issued ORIGINAL ORDINARY shares of £0.01 each in the capital of the Company be re-designated as 804,750 ZZ shares of £0.01 as detailed below: such £0.01 ZZ shares shall have the rights and restrictions as set out in the Articles of Association at Appendix 1.

Number of Shares	Registered in the Name of
804,750	Commerce House Trustees Limited

4. THAT the Directors of the Company be hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot and issue the following shares;
  - a) Series II Ordinary £0.01p shares - up to an aggregate nominal amount of £1,100,000
  - b) ZZ £0.01p shares - up to an aggregate nominal amount of £8,047.50p
  - c) YY £1 shares - up to an aggregate nominal amount of £1

for the period expiring on the fifth anniversary of the passing of this Resolution, (provided that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or issued after such expiry and the Directors may allot or issue relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired); and the Directors be hereby empowered to allot or make offers or agreements to allot or issue equity securities pursuant to the authority granted in this

Resolution as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment or issue.

x   
Chairman

16<sup>th</sup> / 11-05  
Date