

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3184978

The Registrar of Companies for England and Wales hereby certifies that

ASQUITH MOTOR CARRIAGE GROUP PLC

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

CROMA GROUP PLC

Given at Manchester, the 9th May 2000



\*C031849788\*

A handwritten signature in black ink, appearing to read 'P. Akhter'.

P. AKHTER

For The Registrar Of Companies



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



Company No: 3184978

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES  
ORDINARY AND SPECIAL RESOLUTIONS

of

ASQUITH MOTOR CARRIAGE GROUP PLC



Passed the 8<sup>th</sup> day of May 2000

At an Extraordinary General Meeting of the above-named Company duly convened and held at the offices of Matrix Securities Limited, 9/10 Savile Row, London, W1X 1AF on 8 May 2000 the following resolutions were duly passed as Ordinary and Special Resolutions of the Company, as specified below:-

ORDINARY RESOLUTION

1. That the steps to be taken referred to in the Chairman's letter attached to the circular, to deal with the situation that the Company (being a public company) has net assets being half or less of its called up share capital, be approved.

SPECIAL RESOLUTIONS

2. That the authorised and issued share capital of the Company be amended as follows:-
  - 2.1 that the entire issued and unissued share capital of the Company be subdivided by dividing each ordinary share of 3.5 pence each into seven ordinary shares of 0.5 pence each;
  - 2.2 that, conditional on the passing of 2.1 above, 58,450,780 of the issued ordinary shares of 0.5 pence each in the capital of the Company, be re-classified as deferred shares of 0.5 pence each, such shares having the rights set out in the Articles of Association of the Company (as adopted by resolution 4 below); and
  - 2.3 that, conditional on the passing of resolution 2.1 above, the 4,496,216 issued ordinary shares of 0.5 pence each in the capital of the Company, and the 77,053,004 unissued ordinary shares of 0.5 pence each, be consolidated by consolidating every 10 ordinary shares of 0.5 pence each into one ordinary share of 5 pence each, such shares having the rights set out in the Articles of Association of the Company (as adopted by Resolution 4 below), the Directors being generally and unconditionally authorised to deal with fractions as they think fit.
3. That the Company's authorised share capital be increased from £700,000 consisting of, conditional upon the passing of resolution 2, 58,450,780 deferred shares of 0.5

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pence each and 8,154,922 ordinary shares of 5 pence each to £3,292,254 consisting of, conditional upon the passing of resolution 2, 58,450,780 deferred shares of 0.5 pence each and 60,000,000 ordinary shares of 5 pence each.

4. That the Company adopt new Articles of Association in the form produced to the meeting to the exclusion of all previous Articles of Association.
5. That the main objects of the Company be amended by deleting clause 4(a)(i) and replacing it with a new clause 4(a)(i) as follows:-

4(a)(i) To carry on the business of a holding company in all its branches and to co-ordinate the policy and administration of any subsidiary of the Company; to carry on the business of provision of services of all kinds and to research, develop, manufacture, distribute, buy and sell equipment of all kinds.

#### **ORDINARY RESOLUTION**

6. That the Directors be generally and unconditionally authorised, pursuant to Section 80 of the Act, to allot relevant securities (as defined in that section) up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution, such authority to expire on 31 August 2001 or at the commencement of the Annual General Meeting of the Company next following the date on which this resolution is passed (whichever is the earlier).

#### **SPECIAL RESOLUTIONS**

7. That the Directors be authorised pursuant to Section 95(1) of the Act, to allot equity securities (as defined in Section 94 of the Act) for cash as if Section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to:-


7.1 the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of ordinary shares where the equity securities respectively attributable to the interests of all such shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter whatsoever; or

7.2 the allotment (other than under paragraph 7.1) of equity securities up to an aggregate nominal amount of £2,592,254 being 51,845,078 ordinary shares of 5 pence each;

such authority to expire on the earlier of 31 August 2001 or the date of the Annual General Meeting to be held in 2001 after the passing of this resolution (whichever is the earlier), save that the Company may before such expiry make 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 that authority had not expired.

8. 8.1 That the issued share capital of the Company be reduced by £292,253.90 from £314,735 to £22,481.10 by writing off all 58,450,780 deferred shares of 0.5 pence each against the amounts standing to the credit of the Company's Share Premium Account; and
  - 8.2 That the accumulated deficit on the Company's Profit & Loss Account be written off against the Company's historic losses and the amounts standing to the credit of the Company's Share Premium Account and against the Deferred Shares.
9. That the Company's name be changed to Croma Group Plc.



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Chairman