

Company Number: 27883

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS OF HEMSCOTT PLC

Passed on 3 October 2006

At an Extraordinary General Meeting of Hemscott plc ("the Company"), convened and held at 10 am on Tuesday 3 October 2006 at Seymour Pierce's offices at Bucklersbury House, 3 Queen Victoria Street, London EC4N 8EL (the "EGM") the following resolutions were duly passed as Special Resolutions of the Company:

Resolution 1

THAT, conditionally upon (a) the recommended Offer (as such term is defined in the document ("the Offer Document") dated 4 September 2006 containing the Notice of this Meeting) by Centerpoint Acquisition, LLC ("Offeror") to acquire the entire issued and to be issued share capital of the Company not already held by Centerpoint Data, LLC becoming or being declared wholly unconditional, and (b) Delisting (as defined in the Offer Document) becoming effective, the Company be re-registered as a private company pursuant to Companies Act 1985 section 53 with the name "Hemscott Limited" and the Memorandum of Association of the Company be modified by the deletion of Clauses 1 and 2 thereof and the substitution therefor of the following Clauses:

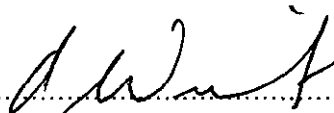
- "1. The name of the Company is Hemscott Limited.
2. The Company is to be a private company."

Resolution 2

THAT, subject to (a) the conditions to Resolution No. 1 above being satisfied, (b) the confirmation of such cancellation by the High Court of Justice of England and Wales (the "Court") and (c) such cancellation becoming effective in accordance with the provisions of sections 137 and 138 Companies Act 1985, the whole of the amount standing to the credit of the share premium account of the Company at the date of passing of this Resolution be cancelled.

Resolution 3

THAT, subject to the conditions to Resolution No. 1 above being satisfied, pursuant to and in accordance with the provisions of Section 164(2) of the Companies Act 1985, the terms of the Share Buy-back Agreement proposed to be entered into between Offeror and the Company (a copy of which is produced to this Meeting and initialled by the Chairman for the purpose of identification), including (without limitation) the proposed purchase by the Company of up to 31,967,937 of its own ordinary shares of 5 pence each from Offeror at a price of 53 pence per share, be and they are hereby approved and any Director of the Company be and he is hereby authorised to execute the said agreement for and on behalf of the Company, to fulfil all of the obligations of the Company thereunder and to take all such steps as may be necessary or appropriate in relation thereto PROVIDED THAT the authority conferred by this Resolution shall (unless previously revoked, varied or renewed) expire on 31 March 2007.


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Chairman, 3 October 2006
Certified a true extract from the minute book

