

No. 146575



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

GUS plc

At an extraordinary general meeting of GUS plc (the "**Company**") duly convened and held on 29 August 2006 the following Special Resolutions were duly passed:

Special Resolution

1 New Holding Company

That, subject to the passing of the resolution numbered 2 set out in the notice convening this meeting, the introduction of Experian Group Limited as the ultimate holding company of the Company and its subsidiaries as described in the Circular be approved and, in connection therewith:

1.1 for the purpose of giving effect to the Scheme of Arrangement dated 26 July 2006 between the Company and the holders of the GUS Scheme Shares (as defined in the said Scheme), a print of which has been produced to this meeting and for the purpose of identification signed by the chairman thereof, in its original form or subject to any modification, addition or condition approved or imposed by the Court (the "**Scheme**");

1.1.1 the share capital of the Company be reduced by cancelling and extinguishing all of the GUS Scheme Shares; and

1.1.2 subject to and forthwith upon the said reduction of capital taking effect and notwithstanding anything to the contrary in the articles of association of the Company:

- (a) the authorised capital of the Company be increased to its former amount by the creation of such number of new Ordinary Shares of 29³/₄ pence each as shall be equal to the number of the GUS Scheme Shares cancelled pursuant to paragraph 1.1.1 above;
- (b) the reserve arising in the books of account of the Company as a result of the reduction of capital referred to in paragraph 1.1.1 above be capitalised and applied in paying up in full at par the new Ordinary Shares created pursuant to paragraph (a) above, such Ordinary Shares to be allotted and issued credited as fully paid to Experian Group Limited and /or its nominee(s); and
- (c) the directors of the Company be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "**Act**") to allot the new Ordinary Shares referred to in paragraph (b) above, provided that: (1) the maximum aggregate nominal amount of shares which may be allotted under this authority shall be the aggregate nominal amount of the said new Ordinary Shares created pursuant to paragraph (a) above; (2) this authority shall expire on 31 December 2006; and (3) this authority shall be in addition and without prejudice

to any other authority under the said section 80 previously granted and in force on the date on which this resolution is passed;

- 1.2 with effect from the passing of this Resolution, the articles of association of the Company be altered by the inclusion of the following new article 137:

"SCHEME OF ARRANGEMENT"

137.1 In this Article, the "**Scheme**" means the scheme of arrangement dated 26 July 2006, between the Company and the holders of the GUS Scheme Shares (as defined in the Scheme) under section 425 of the Companies Act 1985 in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and agreed by the Company, Experian Group Limited, Hampden Group Limited, ARG (UK) Limited and ARG Holdings (UK) plc ("**ARG Holdings**") and (save as defined in this Article) expressions defined in the Scheme shall have the same meanings in this Article.

137.2 Notwithstanding any other provision of these Articles, if the Company issues any Ordinary Shares (other than to Experian Group Limited ("**Experian Group**") or its nominee(s)) after the adoption of this Article and before the Scheme Record Time, such shares shall be issued subject to the terms of the Scheme and the holders of such shares shall be bound by the Scheme accordingly.

137.3 Subject to the Scheme becoming effective, if any Ordinary Shares are issued to any person (a "**New Member**") (other than under the Scheme or to Experian Group or its nominee(s)) on or after the Effective Date (the "**Post-Scheme Shares**"), they will be immediately transferred to Experian Group (the "**Purchaser**") (or as it may direct) in consideration of and conditional on (subject as hereinafter provided) the Purchaser:

- (i) allotting and issuing, or procuring the transfer of, such number of Experian Shares; and
- (ii) procuring the allotment and issue, or transfer of, such number of ARG Shares

(such Experian Shares and ARG Shares, together, the "**Consideration Shares**") as that New Member would have been entitled to had each Post-Scheme Share been a GUS Scheme Share.

137.4 The Consideration Shares allotted and issued or transferred to a New Member pursuant to paragraph 137.3 of this Article shall be credited as fully paid and shall rank *pari passu* in all respects with all other Experian Shares and ARG Shares, as appropriate, in issue at that time (other than as regards any dividend or other distribution payable by reference to a record date preceding the date of allotment or the Effective Date, whichever is later) and shall be subject to the Memorandum and Articles of Association of the Purchaser or ARG Holdings, as appropriate.

137.5 The number of Consideration Shares to be allotted and issued or transferred to a New Member pursuant to paragraph 137.3 of this Article may be adjusted by the Directors of the Company, in such manner as the auditors of the Company may determine on any reorganisation of or material alteration to the share capital of either the Company, the Purchaser or ARG Holdings effected after the close of business on the Effective Date. For the avoidance of doubt, the proposed reduction of capital of Experian Group referred to in Preliminary (G) to the Scheme and the proposed reduction of capital of ARG Holdings referred to in Preliminary (H) to the Scheme shall not give rise to any adjustment under this paragraph 137.5 and the New Members shall not be entitled to receive any benefit pursuant to such reductions of capital.

137.6 To give effect to any transfer required by paragraph 137.3 above, the Company may appoint any person as attorney for the New Member to transfer the Post-Scheme Shares to the Purchaser and/or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of the attorney be necessary or desirable to vest the Post-Scheme Shares in the Purchaser or its nominee(s) and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney is so appointed, the New Member shall not thereafter (except to the extent that the attorney fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed by the Purchaser. The attorney shall be empowered to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register the Purchaser as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares."; and

1.3 with effect from the passing of this Resolution:

1.3.1 one authorised but unissued share of the Company be reclassified as a Deferred Share of 29³/_{43p} such Deferred Share to have the rights set out in the articles of association of the Company as amended pursuant to paragraph 1.3.2 below;

1.3.2 the articles of association of the Company be altered by the adoption and inclusion of the following new Article 138:

"138 The Deferred Share so designated by special resolution of the Company passed on the same date as the date of adoption of this Article shall have all the rights of an ordinary share as set out in these Articles, save that:

- (i) the holder of the Deferred Share shall not be entitled to receive a dividend or other distribution or to have any other right to participate in the profits of the Company;
 - (ii) the holder of the Deferred Share shall have no right to attend or vote at any general meeting of the Company; and
 - (iii) on a return of capital or winding up of the Company, the holder of the Deferred Share shall be entitled, subject to the payment to the holders of all other classes of shares of the amount paid up or credited as paid up on such shares, to repayment of the amounts paid up or credited as paid up on the Deferred Share, but shall have no further or other right to participate in the assets of the Company";
- 1.3.3 the Directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot the said Deferred Share provided that: (1) this authority shall expire on 31 December 2006; and (2) this authority shall be in addition and without prejudice to any authority under the said section 80 previously granted and in force on the date on which this resolution is passed; and
- 1.3.4 pursuant to and during the period of the said authority the Directors be empowered to allot the said Deferred Share wholly for cash as if section 89(1) of the said Act did not apply to any such allotment.

2 Demerger

THAT, subject to the passing of the resolution numbered 1 set out in the notice convening this meeting, the Demerger (as defined in the Circular) be approved and the Directors (or any duly authorised committee of them) be authorised to carry the same into effect (with such non-material amendments as they shall deem necessary or appropriate) and in connection therewith:

- 2.1 the Directors of the Company be and are hereby authorised to pay a dividend *in specie* in an amount equal to the book value of the Hampden Group Reduction Shares cancelled and extinguished pursuant to the Hampden Group Reduction of Capital to be satisfied by the issue of Hampden Group Shares to ARG (UK) Limited and the issue of ARG UK Shares to Experian Group pursuant to Part II of the Scheme (as all such terms are defined in the Scheme);
- 2.2 the proposed reduction of capital of Experian Group approved or to be approved by a special resolution of the shareholders of Experian Group to implement the Experian Reduction of Capital (as described in Part III: "Explanatory Statement" of the Circular) be approved;
- 2.3 the proposed reduction of capital of ARG Holdings approved or to be approved by a special resolution of the shareholders of ARG Holdings to implement the ARG Reduction of Capital (as described in Part III: "Explanatory Statement" of the Circular) be approved;
- 2.4 the proposed Experian Offer (as defined in the Circular) be approved and the Directors (or any duly authorised committee of them) be authorised to agree with Experian Group Limited the terms and size of such offer provided that any non-pre-emptive element of such offer is no greater than 5% of the issued share capital of Experian Group Limited following the Scheme (as defined in the Circular) becoming effective; and
- 2.5 entry into the Demerger Agreement (as defined in the Circular) be approved and the Directors (or any duly authorised committee of them) be authorised to carry the same into effect and to make such non-material amendments to the Demerger Agreement as they shall deem necessary or appropriate.



CHAIRMAN