

Company No. 717446



**THE COMPANIES ACTS 1948 TO 1981
THE COMPANIES ACT 1985**

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

GLASS'S INFORMATION SERVICES LIMITED

London EC4M 9QQ

At an extraordinary general meeting of the Company held at One New Change, on 17th September, 1995 the following resolutions were passed in the case of resolutions 1 and 2 as ordinary resolutions, and in the case of resolutions 3, 4, 5 and 6 as special resolutions:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased to £100,000 and US\$ 10 by the creation of 1,000 shares of US\$0.01 each.
2. THAT the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot all relevant securities of the Company (within the meaning of that section) for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 5 years after the date of the passing of this resolution, up to an aggregate nominal value of US \$10.

SPECIAL RESOLUTIONS

3. The directors having recommended that it is desirable to capitalise ^{of} the amount standing to the credit of the Company's Reserves such sum as is necessary to implement the issue of shares described in sub-paragraphs (a) and (b) of this paragraph (such sum to be calculated by reference to the US\$: £ exchange rate based on the average of the buying and selling spot rates of Midland Bank Plc on the date of paying-up of the unissued Preferred Ordinary Shares

of US\$ 0.01 each pursuant to sub-paragraph (b) below), accordingly the directors and are hereby specifically authorised and directed:

- (a) to appropriate the said sum to the holders of the "A" and "B" Ordinary Shares of £1 each of the Company upon this Resolution taking effect;
 - (b) to apply the said sum on behalf of such holders in paying up in full at par 1,000 unissued registered Preferred Ordinary Shares of US\$ 0.01 each.
4. THAT, subject to the passing of resolution 2, the directors be empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 2 as if section 89(1) of the Act did not apply to the allotment such power expiring one month after the passing of this resolution, up to an aggregate nominal value of US \$10.
 5. THAT, subject to the passing of resolutions 1, 2, 3 and 4, the Articles of Association of the Company be amended by the insertion of the new Articles set out in the annexed document initialled by the Chairman for the purposes of identification only and such new Articles be approved and included in the Articles of Association of the Company (a) in the case of Article ~~31~~³², in substitution for and to the exclusion of the existing Article ~~31~~³⁵ to ~~37~~³⁵ inclusive and (b) in the case of Articles ~~4~~³² to ~~6A~~³⁵, in addition to the existing Articles, and thereafter the Articles of Association of the Company be read as accordingly amended.
 6. THAT, subject to the passing of Resolution 5 above, all the Company's existing "A" and "B" Ordinary Shares of £1 each be redesignated as Ordinary Shares, having the rights attached thereto as set out in the Company's Articles of Association as amended pursuant to Resolution 5 above.



CHAIRMAN