

COMPANY NUMBER 1245534

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

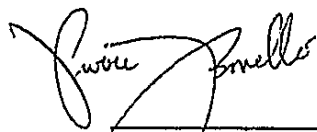
OF

SEMA GROUP UK LIMITED

22ND DECEMBER 1995

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Regal House, 14 James Street, London WC2E 8BT the following ordinary resolutions were duly passed

- 1 That the authorised share capital of the Company be increased to £15,000,000 by the creation of 14,995,500 additional ordinary shares of £1 each.
- 2 That for the purposes of Section 80 of the Companies Act 1985 the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to an aggregate nominal amount of £14,995,500 or the amount of the unissued share capital of the Company (whichever is the lesser amount) and this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution except that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.


P S E Bonelli
Chairman

