

Step 17 6

Registered No. 1696779

Companies Act 1985 (as amended)

**GE CAPITAL INFORMATION TECHNOLOGY
SOLUTIONS HOLDINGS (an unlimited company)**

SPECIAL RESOLUTION

It is hereby certified that the following resolution were duly passed as special resolutions on
23 December 2003

Special Resolutions

- 1 THAT, the Articles of Association of the Company be amended by inserting the following
as a new clause 3A

"3A The Company may by special resolution

- (A) increase the share capital by such sum to be divided into shares of such
amount as the resolution may prescribe,
- (B) consolidate and divide all or any of its share capital into shares of a
larger amount than its existing shares,
- (C) sub-divide its shares, or any of them, into shares of a similar amount
than its existing shares,
- (D) cancel any shares which at the date of the adoption of this Article has
not been taken or agreed to be taken by any person, and
- (E) reduce its share capital and share premium account in any way"

- 2 THAT, pursuant to Article 3A of the Articles of Association (as amended)

- (i) the whole of the 'Other reserves' account (amounting to £230,000) be applied in
reduction of the deficit on the Company's profit and loss account reserve,
- (ii) the share premium account of the Company (amounting to £30,645,230) be
reduced by cancelling the amount standing to the credit thereof, such amount to
be credited to a 'Realisation reserve' account,

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- (iii) the paid-up ordinary share capital of the Company be reduced from £32,221,522 by an amount of £31,216,351 to £1,005,171 by cancelling 31,216,351 ordinary shares of £1 00 each held by GE Global Insurance Holding Corporation, such amount to be credited to the Company's 'Realisation reserve' account,
- (iv) the whole of the 'Realisation reserve' account (amounting to £61,861,581) be applied in elimination of the deficit on the Company's profit and loss account reserve, and
- (v) subject to the implementation of the above reduction and elimination, the paid-up ordinary share capital of the Company be further reduced from £1,005,171 by an amount of £1,005,169 to £2 such reduction to be by the cancellation of 1,005,169 ordinary shares of £1 00 each and the return of £930,787 paid-up capital thereon to Ameridata UK and 74,382 paid-up capital thereon to Carterhouse Group Limited,

and any action taken by the directors in connection with the foregoing be and is hereby approved and ratified



Director

GE Capital Information Technology
Solutions Holdings

Date 23 December 2003