

Company No. 1793902

THE COMPANIES ACT 1985 TO 1989  
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF  
TMS INFORMATION SOLUTIONS LIMITED  
PURSUANT TO REGULATION 53

We, the undersigned, being the shareholders of the above Company entitled to receive notice of and to attend and vote at General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company:

SPECIAL RESOLUTION

1. THAT the Memorandum of Association be altered with respect to its objects by the adoption of the following paragraph as new Clause W.

“(W) Subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive of the Companies Act 1985 (“the Act”)) (if and so far as such provision shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of Act) for such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.”

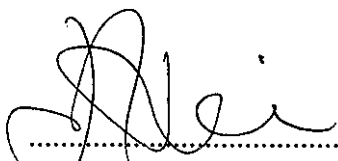
2. THAT the Company be and is hereby authorised to give financial assistance in connection with the proposed acquisition by Parity Plc of the whole of the issued share capital of the Company, notwithstanding the provisions of Section 151 of the Companies Act, such assistance to take the form of the payment the following bonuses, including national insurance contributions payable by the Company, to the following directors of the Company

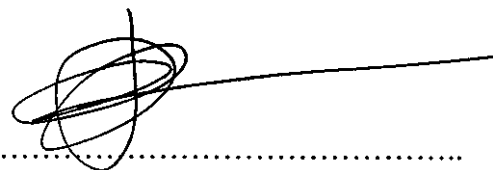


<u>Director</u>	<u>Amount Payable to</u> <u>Director</u>	<u>National Insurance</u>
A P Garvey	£129,062.50	£15,745.63
P N Ketteringham	£87,500.00	£10,675.00
G R George	£107,187.50	£13,076.87
P C MccGwire	£74,375.00	£9,073.75
J M Feeney	£74,375.00	£9,073.75

and the directors of the Company be and are hereby authorised and directed to do all such acts matters and things as may be required in order to execute such security documents and other statutory documentation and formalities contained in the Companies Act 1985 in connection with the provision of the said financial assistance.

Dated 5 April 1999

  
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J A Hilder

  
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D C Preece

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Duly authorised for and on  
behalf of 3i Group plc