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of the original  
Ashut-Morris Corp  
2/18/90*

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SATELLITE INFORMATION SERVICES LIMITED

SPECIAL RESOLUTION

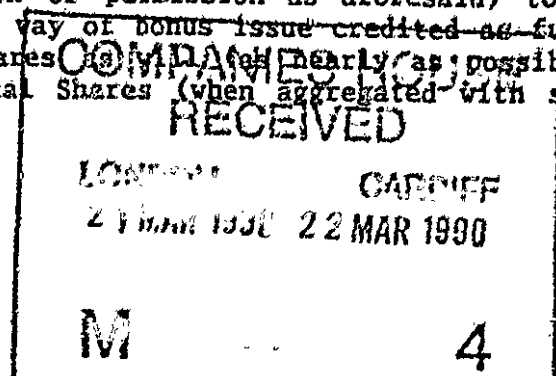
At an Extraordinary General Meeting of the above-named Company duly convened and held on 20th February 1990 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the Articles of Association be amended:-

- (1) in Article 2(4)(i), by inserting at the beginning the words "save with the consent in writing of all the Members of the Company for the time being".
- (2) in Article 2(4)(iii):-
  - (a) by inserting after the first sentence thereof, the following sentence:-

"In addition, if, at any time prior to the date on which application is made for shares in the Company to be admitted to the Official List of The Stock Exchange or application is made for permission to deal in such shares in the Unlisted Securities Market of The Stock Exchange or if earlier the expiry of the period of 5 years following the adoption of these Articles, any shares are issued by the Company other than pursuant to such an offer (a "non pre-emptive offer") the RCA shall be entitled (unless the shares concerned are issued under any approved executive or employee share option scheme of the Company or direct to any employee of the Company and the shares so issued together with all other shares previously so issued would not in aggregate exceed 5% of the issued share capital of the Company following the issue of such shares or unless such shares are to be issued in contemplation of an application for admission or permission as aforesaid) to be issued free of charge by way of bonus issue credited as fully paid such number of shares as will, as nearly as possible, result in the RCA Original Shares (when aggregated with such



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bonus issue) representing the same proportion of the issued share capital of the Company following such non pre-emptive offer and bonus issue as the RCA Original Shares represented prior thereto";

- (b) by amending the beginning of the second sentence thereof so as to read:-

"The Company shall pay up the shares issued to the RCA pursuant to its rights under this paragraph (4)(iii) by capitalising, as the Directors shall determine:";

- (c) by substituting, for the words in Article 2(4)(iii)(a) "or otherwise available for distribution", the words "(in each case, whether or not such amounts are available for distribution)";

- (d) by deleting the word in Article 2(4)(iii)(b) "fund" where it appears in the phrase "capital redemption reserve fund";

- (e) by inserting, immediately after the said sub-paragraph (b), the following:-

"(and, in each case, the Directors shall appropriate the sum resolved by them to be capitalised to the RCA; and the Directors shall apply such sum on behalf of the RCA in paying up in full at par the number of unissued shares of the Company to which the RCA is entitled under this paragraph (4)(iii), to be allotted credited as fully paid);

- (f) by substituting, in the phrase in Article 2(4)(iii) "save that if following the allotment and issue of shares to members", for the word "members", the word "persons";

- (g) by inserting in paragraph 2(4)(iii) after the words "accept shares to be issued pursuant to paragraph (4)(i) above" the words "or paragraph (5) below or pursuant to a non pre-emptive offer";

- (h) by inserting after the words "proceed to allot and issue shares under paragraph (4)(i)" the words "or paragraph (5) or, as the case may be, pursuant to a non pre-emptive offer";

- (3) By inserting at the end of Article 2 a new Clause reading:-

"(7) The provisions of this Article 2 shall be subject to the provisions of Article 6A.";

- (4) By inserting at the end of Article 6:-

6A(a) Subject to Article 6A(b) below, the Directors shall not without the consent in writing of all shareholders for the

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time being register any transfer of shares to a person (not being a Relevant Shareholder) or issue any shares to any person (not being a Relevant Shareholder) if, following and as a result of such transfer or issue, the aggregate of all shares in the Company in which any person (other than a Relevant Shareholder) is interested would exceed 24.9% of the issued share capital of the Company.

- (b) The prohibition in (a) above shall not apply to the issue of shares to a person (not being a Relevant Shareholder) pursuant to Article 2(5) insofar as the aggregate of all shares in the Company in which any person is interested following and as a result of such issue does not exceed 49.9% (or such greater percentage as may be agreed in writing by all shareholders) of the issued share capital of the Company following all issues of shares pursuant to Article 2(5).
  - (c) For the purposes of this Article 6A the word "interested" shall be construed in accordance with Section 212(5) of the Act.
  - (d) Any resolution or determination of, or decision or exercise of any discretion or power by, the Board or any Director or by the Chairman of any meeting under or pursuant to the provisions of this Article 6A or Article 6.1(e) or (h) shall be final and conclusive and any disposal, transfer or issue made, or other things done, by or on behalf of, or on the authority of, the Board or any Director pursuant to the foregoing provisions of this Article 6A or Article 6.1(e) or (h) shall be conclusive and binding on all persons concerned and shall not be open to challenge, whether as to its validity or otherwise on any ground whatsoever and no Director shall be liable to the Company or any other person if, having acted reasonably and in good faith they perform or exercise (or purport to perform or exercise) their duties, powers, rights or discretions under this Article 6A or Article 6.1(e) or (h) erroneously.
- (5) By inserting in Article 6.1(e) after the words (in the 14th line) "Provided that":-
- "(i) no person (not being a Relevant Shareholder) shall be entitled to accept such offer insofar as the transfer in respect of such acceptance would result in any person (not being a Relevant Shareholder becoming) interested (as defined in Section 212(5) of the Act) in more than 24.9% of the issued share capital of the Company;
  - (ii)"
- (6) By inserting in Article 6.1(e) after the words "the proviso to paragraph (h) shall be deemed to apply" and in Article 6.1(h) after the words "transfer price" (in the 14th line):-

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"(save that the RCA shall not be entitled to nominate any person(s) as a purchaser if, as a result of such purchase, any person (not being a Relevant Shareholder) would become interested (within the meaning of Section 212(5) of the Act) in more than 24.9% of the issued share capital of the Company)".

(7) by inserting in Article 6.1(h) after the words "transfer price" in lines 8 and 22, the words "and provided that, following and as a result of such sale or transfer, no person (other than a Relevant Shareholder) would become interested (within the meaning of S212(5) of the Act) is more than 24.9% of the issued share capital of the Company."

(8) in Article 12(2)(vi) thereof by inserting at the end thereof the following additional sentence:-

"Provided that any person appointed as a Director under this Article 12(2) must have been approved for that purpose by a resolution of the Directors (such approval not to be unreasonably withheld).";

(9) in Article 15(1), by inserting at the end of the first sentence the words "Provided that any person appointed as an Alternate Director under this Article 15(1) must have been approved for that purpose by a resolution of the Directors (such approval not to be unreasonably withheld)"; and

(10) By inserting at the end of Article 19:-

"or whether or not any other person is interested (as defined in Article 6A(c)) in any of the shares registered in that person's name or whether or not any person nominated by the RCA under Article 6.1(e) or 6.1(h) or any proposed transferee under Article 6.1(h) is or may be interested as therein described."

J. J. Bridge  
.....  
Director

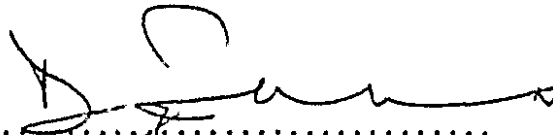
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of the original  
Attest Morris Crisp

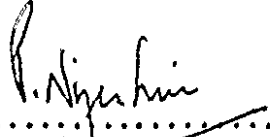
20/3/90

CLASS CONSENT OF ORDINARY SHAREHOLDERS  
(OTHER THAN THE RACECOURSE ASSOCIATION LIMITED)

We, the undersigned, being the registered holders of all of the issued Ordinary Shares of 10p each of the Company (other than those held by The Racecourse Association Limited) HEREBY CONSENT to the passing by the Company of the Resolution set forth in the Notice of an Extraordinary General Meeting of the Company annexed hereto and HEREBY CONSENT to every variation or abrogation of the rights attaching to the said ordinary shares involved or requisite to give effect to such Resolution.

DATED the                      day of February 1990

  
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For and on behalf of BASS plc

  
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For and on behalf of  
LADBROKE GROUP plc

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For and on behalf of SEARS  
SECURITIES plc

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For and on behalf of GRAND  
METROPOLITAN plc

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B.N. Smith  
For and on behalf of HORSE RACE  
TOTALISATOR BOARD

.....  
J. Swan  
For and on behalf of THE  
RACECOURSE ASSOCIATION LIMITED

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For and on behalf of SEARS  
SECURITIES plc

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*Peter Loh*  
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For and on behalf of GRAND  
METROPOLITAN plc

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For and on behalf of HORSE RACE  
TOTALISATOR BOARD

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For and on behalf of THE  
RACECOURSE ASSOCIATION LIMITED

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CLASS CONSENT OF THE RACECOURSE ASSOCIATION LIMITED

We, the undersigned, being the registered holders of all of the issued Ordinary Shares of 10p each of the Company held by The Racecourse Association, HEREBY CONSENT to the passing by the Company of the Resolution set forth in the Notice of an Extraordinary General Meeting of the Company annexed hereto and HEREBY CONSENT to every variation or abrogation of the rights attaching to the said ordinary shares involved or requisite to give effect to such Resolution.

DATED the <sup>th</sup> 20 day of February 1990

  
.....  
For and on behalf of  
THE RACECOURSE ASSOCIATION LIMITED

*Certified to be a true  
copy of the original  
Robert Morris  
Crisp  
20/2/90*