

G

Notice of increase in nominal capital

123

CHFP025

Please do not
write in
this margin

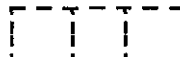
Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number



2701093

Name of company

* Primark Information Services U.K. Limited

*insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 20th December, 2000 the nominal capital of the company has been

increased by £ 3,250,000 beyond the registered capital of £ 515,000,000.

† the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. †

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows :

**The rights attached to the new Participating Preference Shares are as
set out on the attached sheets.**

Please tick here if
continued overleaf



† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation †

Director/Secretary

Date

22nd January, 2001

Presentor's name address and
reference (if any) :

Allen & Overy
One New Change
London
EC4M 9QQ

JM

CO:806372.1

For official Use
General Sec



LD7
COMPANIES HOUSE

0469
12/03/01

COMPANIES HOUSE

23/02/01

Rights of Participating Preference Shares

- (a) A Participating Preference Share shall confer on the holder the right:
 - (i) to receive, out of the profits of the Company available for distribution and resolved to be distributed:
 - (x) in priority to the holders of any other class of shares in the capital of the Company other than the Preference Shares, a fixed cumulative preferential dividend at the rate of 220 per cent per annum (the "fixed-rate dividend") on the capital for the time being paid up on that share, to be paid on 31st December in each year except that the first payment will be made on 31st December, 2001 in respect of the period from the date of allotment of the shares to that date; and
 - (y) if a dividend is declared on the Ordinary Shares, an amount equal to 95 per cent of the amount of the dividend declared on the Ordinary Shares less the aggregate fixed-rate dividend payable on the Participating Preference Shares in respect of the year in which the dividend is payable on the Ordinary Shares, divided by 65,000,000, to be paid on the same day as the dividend on the Ordinary Shares.
 - (ii) on a winding-up or other return of capital, to receive, in priority to the holders of any other class of shares in the capital of the Company other than the Preference Shares, repayment in full of the capital paid up on the share together with a premium on redemption of £1.95 and payment of a sum equal to any arrears of accruals of the fixed-rate dividend on that share, whether or not earned or declared, calculated down to the date of the return of capital.
- (b) A Participating Preference Share shall not confer on the holder any further or other right to participate in the profits or assets of the Company.
- (c) A Participating Preference Share shall confer on the holder the right to receive notice of and to attend and to vote either in person or by proxy at any General Meeting and the holders of the Participating Preference Shares shall be entitled to cast as a class 60 per cent of the total votes cast at any General Meeting.