

Company Number: 03607311

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS  
of  
YOUGOV LIMITED  
(the "Company")**

**(Passed on 11 APRIL 2005)**

At an extraordinary general meeting of the Company duly convened and held on the above date, the following resolutions were passed as special resolutions:

**SPECIAL RESOLUTIONS**

1. THAT the company be re-registered as a public company pursuant to section 43 of the Companies Act 1985 (the "Act") with the name YouGov plc;
2. THAT pursuant to section 43(2)(a) and (b) of the Act, the memorandum of association of the Company be altered by the deletion of clauses 1 and 5, the re-numbering of existing clauses 2, 3 and 4 as clauses 3, 4 and 5 respectively and the insertion of new clauses 1, 2 and 6 as follows:  
  
"1 The company's name is YouGov plc"; and  
  
"2. The company is to be a public company"; and  
  
"6. The Company's share capital is £200,000 divided into 19,999,700 A ordinary shares of £0.01 each, 100 B ordinary shares of £0.01 each, 100 C ordinary shares of £0.01 each and 100 D ordinary shares of £0.01 each".
3. THAT pursuant to section 43(2)(c) of the Act the draft articles of association in the form attached to this resolution be adopted as the articles of association of the company in substitution for all existing articles of association of the Company.