

DMWSL 267 LIMITED
(Registered No. 3767093)

We, the undersigned, being the Sole Shareholder of the Company entitled to attend and vote at general meetings of the Company HEREBY RESOLVE by way of WRITTEN RESOLUTION as follows:

WRITTEN RESOLUTION

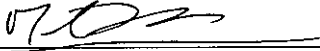
"THAT:-

- (i) the Company be re-registered as a public limited company;
- (ii) the Memorandum of the Company be and is hereby amended by the addition as a new paragraph 2 of the phrase "The Company is to be a Public Company" and the renumbering of all subsequent paragraphs;
- (iii) the Articles of Association be amended by the deletion of the word "one" where it appears in Articles 17 and 18 and the substitution of the word "two" therefor;
- (iv) the name of the Company be changed to "Match Group plc";
- (v) the share capital of the Company be and is hereby increased to £50,001 by the creation of 49,901 Ordinary shares of £1.00 each having the rights attached hereto set out in the Articles of Association; and
- (vi) in substitution of any existing power under Section 80 of the Companies Act 1985 (as amended) (the "Act") but, without prejudice to the exercise of any such authority prior to the date hereof, the directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Act to exercise all the powers of the Company to allot or issue relevant securities (as defined in Section 80 of the Act) up to a nominal amount of £50,000 such authority to expire five years from the passing of this resolution but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to such offers or agreements as if the power conferred hereby had not expired."

Dated: 17th June 1999



SIGNED:

A handwritten signature in black ink, consisting of stylized, cursive letters, positioned above a horizontal line.

Director of DM Company Services (London) Limited