

Company No. 4027741

THE COMPANIES ACTS 1985 to 2006
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS
of
SWAPSWIRE LIMITED
(the "Company")

THURSDAY



A29

27/08/2009

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COMPANIES HOUSE

26 August 2009
(the "Circulation Date")

I, the undersigned, being the person who at the circulation date of this resolution has the right to attend and vote at a general meeting of the Company, and holds not less than seventy-five percent of the votes which may be cast at a general meeting of the Company, irrevocably agree to the following resolutions of the Company, resolutions 1 and 2 having effect as ordinary resolutions and resolutions 3 and 4 having effect as special resolutions, in each case in accordance with Chapter 2 Part 13 of the Companies Act 2006:

ORDINARY RESOLUTIONS

Resolution 1

THAT the share capital of the Company be increased from £750,000 to £750,002 by the creation of one class A non-voting dividend access share of £1.00 and the creation of one class B non-voting dividend access share of £1.00, each having the rights and being subject to the restrictions and obligations set out in the amendment to the articles of association of the Company to be adopted by the resolution set out in paragraph 4 below.

Resolution 2

THAT the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot and grant rights to subscribe for relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £269,440.18 (being the difference between the authorised and issued share capital of the Company as at the date of this resolution, including the increase in nominal capital set out in Resolution 1 above). This authority shall expire on *25 August* 2014 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 of the Act to the extent not utilised at the date this resolution is passed.

SPECIAL RESOLUTIONS

Resolution 3

THAT subject to the passing of the resolution numbered 2 above, the directors be empowered to allot equity securities (as defined in section 94(2) of the Act) of the Company pursuant to the authority conferred by such resolution as if section 89(1) of the Act did not apply to any such allotment. This power shall expire on 29 June 2014 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Resolution 4

THAT the articles of association of the Company be amended as follows:

- (a) The articles be re-numbered to ensure continuity of numbering;
- (b) Minor amendments relating to punctuation be made to the articles for reasons of sense;
- (c) A new article 2(a) be inserted as follows and the existing article 2 be renumbered article 2(b):

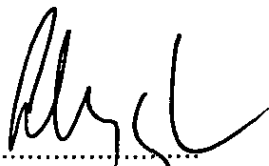
"2(a) The authorised share capital of the company at the date of amendment of these articles is £750,002 divided into 50,000,000 ordinary shares of £0.015 each, one class A dividend access share of £1.00 (the "**A Dividend Access Share**") and one class B dividend access share of £1.00 (the "**B Dividend Access Share**"). The A Dividend Access Share and the B Dividend Access Share shall have the special rights and privileges and are subject to the restrictions set out in article 112"; and

- (d) A new article 112 be inserted as follows:

"112

DIVIDEND ACCESS SHARES

- (a) The profits which the company may decide to distribute in respect of any financial year or other period for which its accounts are made up may be applied in paying to the holders of the A Dividend Access Share and the B Dividend Access Share such amount of dividend as the board resolves to distribute on such A Dividend Access Share or B Dividend Access Share.
- (b) On a return of capital on a winding up (or otherwise) (but not in respect of any redemption or purchase of shares by the company) the assets of the company available for distribution to its members shall be applied in paying to the holder of the A Dividend Access Share or B Dividend Access Share a sum equal to the capital paid up on the A Dividend Access Share or B Dividend Access Share.
- (c) Each of the A Dividend Access Share and the B Dividend Access Share does not entitle the holder to receive notice of or to attend or speak or vote (whether on a show of hands or on a poll) at general meetings of the company or at any meeting of any class of shareholders of the company; and
- (d) The board may, in its absolute discretion and without giving a reason, refuse to register the transfer of the A Dividend Access Share and the B Dividend Access Share and shall refuse to register the transfer of the A Dividend Access Share or the B Dividend Access Share if approval of such transfer has not been granted in writing by MarkitSERV LLC ."



.....
for and on behalf of
Markit Group Holdings Limited

Date 26 August 2009

I further consent to every variation or abrogation of the rights attaching to any class of shares of which I am a holder involved in or proposed to be effected by the passing of the resolutions set out above.


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for and on behalf of
Markit Group Holdings Limited

Date: 26 August 2009

NOTES

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By Hand: delivering the signed copy to Boaz Zilberman at the Company's registered address which is Level 5, 2 More London Riverside, London SE1 2AP, United Kingdom.
- Post: returning the signed copy by post to Boaz Zilberman at the Company's registered address which is Level 5, 2 More London Riverside, London SE1 2AP, United Kingdom.
- E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to boaz.zilberman@markit.com.

If you do not agree to the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

3. Unless, by *23 September 2009*, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.