

Company No. 4968328

WE HEREBY CERTIFY THAT THIS IS
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Addleshaw Goddard LLP
DATE 04/07/2006
ADDLESHAW GODDARD LLP

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of



SKIPTON INFORMATION GROUP PLC

At an Extraordinary General Meeting of the above-named Company, duly convened, and held on 28 June 2006, the following Resolution was duly passed unanimously as a Special Resolution:

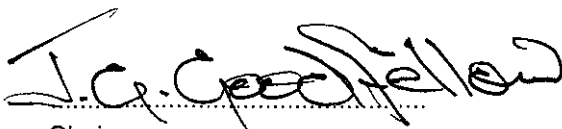
SPECIAL RESOLUTION

That:

- (a) the Company be re-registered as a private limited company under the Companies Act 1985;
- (b) 666,490 of the existing A Preference Shares of the Company be converted and re-designated as 666,490 new A Ordinary Shares of £1 each, ranking pari passu with the existing A Ordinary Shares of £1 each in the issued share capital of the Company;
- (c) 999,750 of the existing B Preference Shares of the Company be converted and re-designated on a one for one basis as 999,750 new A Ordinary Shares of £1 each, ranking pari passu with the existing A Ordinary Shares of £1 each in the issued share capital of the Company;
- (d) each of the existing A Ordinary Shares of £1 each and those created pursuant to paragraphs (b) and (c) above be sub-divided into 1 A Ordinary Share of 10 pence each and 1 non-voting deferred share of 90 pence each, having the rights set out in the Articles of Association to be adopted pursuant to paragraph (i) below (**90 Pence Deferred Shares**);
- (e) each of the resulting A Ordinary Shares of 10 pence each and the existing B Ordinary Shares of 10 pence each be re-designated as an Ordinary Share of 10 pence each, each such share to rank pari passu and form a single class;
- (f) each of the A Preference Shares of £1 each and B Preference Shares of £1 each of the Company not converted and re-designated pursuant to paragraphs (b) and (c) above be re-designated as a non-voting deferred share of £1 each, having the rights set out in the Articles of Association to be adopted pursuant to paragraph (i) below (**£1 Deferred Shares**);
- (g) each of the 90 Pence Deferred Shares and the £1 Deferred Shares be redeemed for a total aggregate consideration of £1 out of the proceeds of the issue of new shares made for the purpose and, following such redemption, each £1 Deferred Share and

each 90 Pence Deferred Share be re-designated and converted into an ordinary share of 10 pence each in the authorised but unissued share capital of the Company;

- (h) the Memorandum of Association of the Company be altered as follows:
 - (v) in the title on page 1, by deleting the word "public" and substituting it with the word "private";
 - (vi) in the title on page 1 and in clause 1, by deleting the words "Skipton Information Group plc" and substituting it with the words "Skipton Information Group Limited";
 - (vii) in clause 2, by deleting the word "public" and substituting it with the words "private limited"; and
 - (viii) by deleting clause 6 and replacing it with the following: "The share capital of the Company is £30,000,000 divided into 300,000,000 ordinary shares of 10 pence each".
- (i) the regulations contained in the printed document submitted to the Meeting marked "A" and for the purpose of identification signed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.


Chairman