

THE COMPANIES ACT 1985 (AS AMENDED)
COMPANY LIMITED BY SHARES


SP DATASERVE LIMITED
(Registered No. SC215842)

Pursuant to Section 381A of the Companies Act 1985 we, the undersigned, being the sole member of SP Dataserve Limited (the "Company") who would be entitled to attend and vote at a meeting of the members of the Company convened for the purpose of passing the following Elective Resolution hereby resolve that the following Elective Resolution be and is hereby passed as a Written Resolution of the Company to the effect that such Elective Resolution shall be effective as if it has been passed at a General Meeting of the Company duly convened and held:-

Elective Resolution

THAT, pursuant to Section 379A of the Companies Act 1985 (the "Act"), the Company hereby elects:

- (i) in relation to the giving or renewal of authority under Section 80 of the Act, the provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and 80(5) of the Act, after the passing of this resolution;
- (ii) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
- (iii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (iv) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually;
- (v) pursuant to Sections 369(4) and 378(3) of the Act, that the provisions of those Sections shall have effect in relation to the Company as if for the references to 95 per cent in those provisions there were substituted references to be not less than 90 per cent; and
- (vi) while the election made by (iv) above remains in force, the remuneration of the auditors be fixed by the directors.


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A R MITCHELL
Secretary of and for and on behalf of
Scottish Power UK plc
(sole member of the Company)

- 6 FEB , 2003

