

Company Number 954730

The Companies Act 1985
Company Limited by Shares

RESOLUTIONS
OF
EUROMONEY PUBLICATIONS PLC

PASSED APRIL 19 1999

At an Extraordinary General Meeting of the Company held on April 19 1999 the following resolutions were passed, as Ordinary Resolutions.

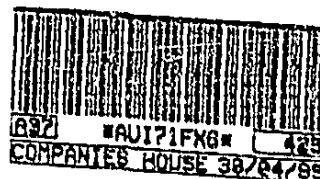
ORDINARY RESOLUTION

1. That:

(a) The Euromoney Institutional Investor PLC SAYE Scheme 1999 ("the Scheme") in the form of the draft rules submitted to the Meeting and signed by the Chairman for the purpose of identification be and is hereby approved; and

(b) the Directors be and are hereby authorised:-

- (i) to adopt the Scheme;
- (ii) to seek the written approval of the Board of Inland Revenue under Schedule 9, Income and Corporation Taxes Act 1988 ("the Approval") and, in their absolute discretion, to waive, amend or replace such of the rules of the Scheme or introduce such new rules as may be necessary for the Scheme to obtain and maintain the Approval;
- (iii) to do all other acts and things necessary to carry the Scheme into effect;
- (iv) to extend participation in the Scheme to employees of the Group in such overseas territories as may be determined by the Directors from time to time and to modify the rules of the Scheme as necessary to take account of local tax, exchange control or securities laws in such jurisdiction; and
- (v) to vote as directors on any matter connected with the Scheme notwithstanding that they may be interested in the same except that no Director shall vote on any resolution concerning his own participation in the Scheme or be counted in the quorum required for the consideration of any such resolution.



ORDINARY RESOLUTION

2. That the amendment of the Euromoney Publications PLC 1996 Executive Share Option Scheme by the deletion of Rule 2.3 be approved.

ORDINARY RESOLUTION

3. That the following amendments to the Euromoney Publications PLC 1996 Executive Share Option Scheme be approved:

- 3.1 in the first sentence of Rule 6.5, the following text be added immediately after "within 60 days of cessation":

"or any time within the remaining period that any such Subsisting Option is exercisable pursuant to a previous exercise of the Remuneration Committee's discretion under this Rule 6.5"; and

- 3.2 in the first sentence of Rule 6.5, the following text be added after "expiring" and before "not more than":

", in the case of Participants who it is intended will maintain an association or involvement in a group company other than merely as a shareholder, not more than 36 months from the date of cessation and, in any other case, ..."; and

- 4.3 the following text be added in the penultimate sentence of Rule 6.5 after the words "said period" and before the words "to the extent that":

"(or, if there is more than one such notice in respect of the Subsisting Option, at the end of the last of the periods specified therein to end)".

provided that the Directors be and they are hereby authorised to modify such amendments in any way, and make any further amendments as are, necessary or desirable to maintain the approval of the Euromoney Publications PLC 1996 Executive Share Option Scheme under Schedule 9 Income and Corporation Taxes Act 1988 and to maintain the approved status of options previously granted under the scheme, provided that no such modification or further amendment shall render the amendments to the scheme more onerous to the Company than those set out above.

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Chairman

