

Company No: 2892803

## LANDMARK INFORMATION GROUP LIMITED

Written Resolution of the Members of the Company  
pursuant to Section 381B of the Companies Act 1985 (as amended)  
passed on the *18<sup>th</sup>* day of *May* 1998

We the undersigned being or representing all the members of the Company who at the date of the Resolution would be entitled to attend and vote at any General Meeting, HEREBY RESOLVE as follows:

### SPECIAL RESOLUTION

THAT:-

- (1) the authorised share capital of the Company be increased to £652,917.59 by the creation of (i) 2,536,589 cumulative redeemable preference shares of 0.1p each, having the rights and being subject to the restrictions set out in the articles of association of the Company as amended by this resolution ("preference shares"); and (ii) 3,518,809 ordinary shares of 10p each ranking pari passu in all respects with the existing ordinary shares of 10p each in the capital of the Company;
- (2) the Directors be and they are hereby authorised generally and unconditionally for the purpose of Section 80 of the Companies Act 1985 to allot relevant securities (as defined in Section 80(2) of that Act) up to an aggregate nominal amount of £399,977.49 comprised as to:-

authorised unissued ordinary shares of 10p each                      3,974,409

authorised unissued cumulative redeemable preference shares of 0.1p each                      2,536,589

provided that this authority shall expire on 30th April, 2003 save that the Company may make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant thereto as if the authority conferred hereby had not expired, such authority to be in substitution to all existing authorities conferred on the Directors pursuant to Section 80 of the Companies Act 1985;



- (3) the Directors be and they are hereby generally empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94(2) of the said Act) pursuant to the authority conferred by paragraph (2) above as if Section 89(1) of the said Act did not apply to any such allotment and as if regulation 5 of the articles of association of the Company did not apply to any such allotment;
- (4) the new Articles of Association of the Company in the form presented to the Meeting be and they are hereby adopted as the new Articles of Association of the Company;
- (5) the existing 13,889 authorised but unissued 'A' ordinary shares be redesignated as ordinary shares ranking pari passu in all respects with the existing ordinary shares; and
- (6) the transfer of 462,182 ordinary shares by Gerard Fairtlough, Brendan Doyle and Daniel Re'em to 3i Group plc, Robert Stephen Holdings Limited, N C Manchester Nominees Limited and Christopher Roper be hereby approved in accordance with Article 10.7 of the New Articles.

Signature .....  
 For and on behalf of Eagle Star Insurance  
 Company Limited by a duly authorised  
 signatory  
 Date:

Signature .....  
 For and on behalf of N.C. Manchester  
 Nominees Limited by a duly authorised  
 signatory  
 Date:

Signature .....  
 For and on behalf of 3i Group plc by a duly  
 authorised signatory  
 Date:

Signature .....  
 For and on behalf of Robert Stephen Holdings  
 Limited by a duly authorised signatory  
 Date:

Signature .....  
 Name: James Cadoux-Hudson  
 Date:

Signature .....  
 Name: Roger Doddy  
 Date:

Signature .....  
 Name: Christopher Roper  
 Date: