

Company Number: 2892303

COMPANIES ACT 1985
Company Limited by Shares

SPECIAL RESOLUTIONS

- of -

LANDMARK INFORMATION GROUP LIMITED
(Passed the 15th day of October 1996)

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 15th day of October 1996 the following Resolutions were passed as Special Resolutions:

Increase in authorised capital

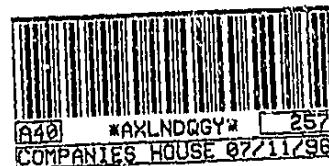
1. That the authorised share capital of the Company be hereby increased from £104,359.90 to £244,329.00 by the creation of:-

- (a) 433,333 ordinary shares of 10p each ranking pari passu in all respects with the existing ordinary shares in the Company; and
- (b) 966,358 'A' ordinary shares of 10p each

all such shares having the respective rights set out in the articles of association of the Company as proposed to be adopted by resolution number 3 below.

Approval of share allotment and
share subscriptions and exclusion of pre-emption rights

2. (a) That the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as

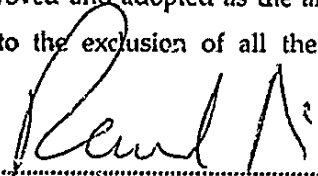


they think fit, up to a total issued share capital of the Company of £244,329.00 at any time during the period of five years from the date hereof;

- (b) That by virtue of section 95(1) of the Companies Act 1985, section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by the preceding paragraph of this resolution;
- (c) That the subscription by 3i Group plc ("3i") for 480,247 "A" ordinary shares of 10p each in the Company representing approximately 19.65% of the issued equity share capital of the Company after such subscription on the terms set out in an agreement entered into between (inter alia) the Company and 3i (a copy of which has been produced to this meeting) be and is hereby approved;
- (d) That the subscriptions by the directors of the Company ("the Directors") for in aggregate 433,333 ordinary shares of 10p each representing approximately 17.73% of the issued equity share capital of the Company after such subscriptions be and are hereby approved;
- (e) That the subscription by N C Manchester Nominees Limited ("NCMN") for 97,222 "A" ordinary shares of 10p each in the Company representing approximately 3.98% of the issued equity share capital of the Company after such subscription on the terms set out in an agreement entered into between (inter alia) the Company and GLE Development Capital Limited ("GLE") (a copy of which has been produced to this meeting) be and is hereby approved;
- (f) That the subscription by Robert Stephens Holdings Limited ("RSH") for 388,889 "A" ordinary shares of 10p each in the Company representing approximately 15.91% of the issued capital of the Company after such subscription on the terms set out in an agreement entered into between (inter alia) the Company and RSH (a copy of which has been produced to this meeting) be and is hereby approved;
- (g) That the provisions of article 5 of the articles of association of the Company shall not apply to the issue of the "A" ordinary shares and ordinary shares referred to in resolutions 2(c), (d), e, and (f).

Adoption of articles of association

3. That the articles of association contained in the printed document produced to the meeting marked "A" and for the purpose of identification signed by the chairman thereof be and the same are 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 of the Company.


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Chairman

Dated: 15th October 1996

DN/SPM/LANFIG/HAH&W 37624