

Company No. 1488044

COMPELSOLVE LIMITED

("Company")

FRIDAY



A12 07/05/2010 524  
COMPANIES HOUSE

WRITTEN RESOLUTIONS: CIRCULATED ON 25 APRIL 2010

**Note: This document is important and requires your immediate attention.**  
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

### EXPLANATORY STATEMENT TO SOLE MEMBER

#### 1. NATURE OF WRITTEN RESOLUTIONS

- 1 1 In accordance with Chapter 2 of Part 13 of the Companies Act 2006, this document contains proposed written resolutions proposed by the directors of the Company for approval by you as the sole eligible member of the Company. The resolutions are proposed as special resolutions and each requires you to vote in favour of it to be passed.
- 1 2 The following documents relating to the resolutions are supplied with these resolutions
- 1 2 1 a senior facilities agreement dated 12 August 2008 between, *inter alios*, 2e2 Group Limited ("**Parent**"), 2e2 Limited ("**Borrower**"), Royal Bank of Canada Europe Limited as the facility agent ("**Facility Agent**") and the security agent ("**Security Agent**"), Bank of Scotland plc, Barclays Leveraged Finance, HSBC Bank plc, Lloyds TSB Bank plc and RBC Capital Markets as mandated lead arrangers ("**Arrangers**"), and certain Lenders (as defined therein) as amended by an amendment letter dated 26 September 2008, an amendment agreement dated 10 October 2008 and an amendment letter dated 23 December 2009 ("**Senior Facilities Agreement**");
- 1 2 2 a mezzanine facility agreement dated 12 August 2008 between, *inter alios*, the Parent, the Borrower, Royal Bank of Canada Europe Limited as the mezzanine agent and the security agent, HSBC Bank plc and RBC Capital Markets as mandated lead arrangers, and certain Lenders (as defined therein) as amended by an amendment letter dated 26 September 2008, an amendment agreement dated 10 October 2008 and an amendment letter dated 23 December 2009 ("**Mezzanine Facility Agreement**"),
- 1 2 3 an intercreditor agreement dated 12 August 2008 between, *inter alios*, the Parent, the Borrower, Royal Bank of Canada Europe Limited as the senior agent, the mezzanine agent and the security agent, the other Original Obligors (as defined therein) and the Creditors (as defined therein) ("**Intercreditor Agreement**"),
- 1 2 4 a supplemental agreement to the Senior Facilities Agreement ("**Supplemental Senior Facilities Agreement**") proposed to be entered into between, *inter alios*, the Parent, the Company, the Facility Agent and the Security Agent, the Arrangers and certain Lenders (as defined therein) together with the amended and restated Senior Facilities Agreement in Schedule 3 thereto ("**Amended and Restated Senior Facilities Agreement**"),

- 1 2 5 a supplemental agreement to the Mezzanine Facility Agreement ("**Supplemental Mezzanine Agreement**") proposed to be entered into between, *inter alios*, the Parent, the Company, Royal Bank of Canada Europe Limited as the mezzanine agent and the security agent, HSBC Bank plc and RBC Capital Markets as mandated lead arrangers, and certain Lenders (as defined therein) together with the amended and restated Mezzanine Facility Agreement in Schedule 3 thereto ("**Amended and Restated Mezzanine Facility Agreement**"),
- 1 2 6 a supplemental agreement to the Intercreditor Agreement ("**Intercreditor Amendment Agreement**") proposed to be entered into between the Parent, the Company, Royal Bank of Canada Europe Limited as the senior agent, the mezzanine agent and the security agent, the Original Obligors (as defined therein) and the Creditors as defined therein together with the amended and restated Intercreditor Agreement in Schedule 2 thereto ("**Amended and Restated Intercreditor Agreement**"),
- 1 2 7 a composite guarantee and debenture proposed to be given by 2e2 Investments Limited ("**Investments**") and certain of its subsidiaries, including the Company, in favour of the PIK Security Agent (as defined therein) ("**PIK Debenture**"), and
- 1 2 8 a subscription agreement proposed to be entered into between, *inter alios*, Investments, the Borrower and Hutton Collins (as defined therein) ("**PIK Subscription Agreement**")

## 2. PERIOD TO APPROVE WRITTEN RESOLUTIONS

If the Company has not received your agreement to pass the resolutions by 22 May 2010 (being 28 days from the date the resolutions were first circulated to you), the resolutions will lapse

## 3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS

Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors"

**Once you have signified your agreement to the resolutions, you cannot revoke it.** Please ensure that your agreement reaches us no later than the close of business on 22 May 2010.

## 4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS

You do not have to do anything Failure to respond will not be treated as agreement to the resolutions

Company No. 1488044

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**COMPELSOLVE LIMITED**

**("Company")**

Written resolutions of the Company pursuant to chapter 2 of part 13 of the Companies Act 2006 proposed by the directors of the Company and proposed as special resolutions as detailed below

**SPECIAL RESOLUTIONS**


- 1 **That** the following documents be approved and entered into by the Company (subject to entry into the PIK Debenture by the Company being conditional upon the occurrence of the Scheme Effective Date (as defined in the PIK Subscription Agreement)
  - 1 1 the Supplemental Senior Facilities Agreement together with the Amended and Restated Senior Facilities Agreement in Schedule 3 thereto,
  - 1 2 the Supplemental Mezzanine Facility Agreement together with the Amended and Restated Mezzanine Facility Agreement in Schedule 3 thereto,
  - 1 3 the Supplemental Intercreditor Agreement together with the Amended and Restated Intercreditor Agreement in Schedule 2 thereto, and
  - 1 4 the PIK Debenture,(together, the "**Finance Documents**")
- 2 **That** the directors have the authority to approve the terms of, and the transactions contemplated by, the Finance Documents
- 3 **That** entry by the Company into the Finance Documents is in the best economic, strategic and financial interests of the Company and is most likely to promote the success of the Company for the benefit of its members as a whole.
- 4 **That** these resolutions have effect notwithstanding any provisions of the Company's articles of association

Circulation date      *25 Apr*      2010

Registered office      The Mansion House  
Benham Valence  
Speen  
Newbury  
Berkshire  
RG20 8LU

### Agreement to written resolutions

We, the sole eligible member entitled to vote on the above resolutions, irrevocably agree to such resolutions

Name of corporate member	2e2 Limited	
Name and position of signatory	NICHOLAI GROSSMAN (DIRECTOR) .. Block capitals please	
Signed by authorised person on behalf of corporate member		
		Dated 25 April 2010

### Filing Confirmation

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the resolutions of the Company set out above were duly passed on 25 April 2010 as special resolutions



Director