

Company Number: 01641088

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

KEANE LIMITED

(the "Company")

Circulated on 17 April 2013 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as, in the case of resolutions 1, 2 and 3, special resolutions and, in the case of resolution 4, as an ordinary resolution (the "Resolutions").

SPECIAL RESOLUTIONS

- 1 "THAT, pursuant to section 641(1)(a) of the Act, the entire amount standing to the credit of the share premium account of the Company as at 17 April 2013, being in the sum of £11,406,048, be cancelled and extinguished."
- 2 "THAT, pursuant to section 641(1)(a) of Act, the share capital of the Company be reduced by £2,629,535.99, from £2,629,536 comprising 4,259,072 ordinary shares of £0.50 each and 500,000 preference shares of £1.00 each, to £0 01, comprising 1 ordinary share of £0 01, by cancelling and extinguishing 4,259,071 of such issued ordinary shares of £0.50 each and 500,000 of such issued preference shares of £1.00 each and reducing the nominal value of the remaining issued ordinary share by £0.49, from £0.50 to £0 01."
- 3 "THAT the amount arising upon the reduction pursuant to Resolutions 1 and 2 above be credited to the profit and loss reserves of the Company."

ORDINARY RESOLUTION

- 4 "THAT a dividend in specie, consisting of.
 - a an intra-group receivable in the amount of £3,245,367 owed by Keane UK Limited to the Company, and

THURSDAY



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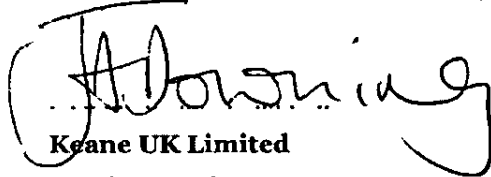
- b an intra-group receivable in the amount of £2,954,745 owed by NTT DATA UK Limited ("GBO3") to the Company pursuant to a loan note issued by GBO3 to the Company on 31 March 2013,

be distributed to the sole member of the Company at close of business on 19 April 2013 "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.



Keane UK Limited

Dated: 17 April 2013

NOTES

1. Eligible members are the members of the Company who would have been entitled to vote on the Resolutions on the Circulation Date
2. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one of them. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
3. If you do not agree to any of the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. Pursuant to section 642 of the Act, the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital (the date of such solvency statement being 17 April 2013), therefore unless sufficient agreement has been received for the Resolutions to be passed within 15 days after the date of the solvency statement, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period