

COPY RESOLUTIONS FOR FILING AT COMPANIES REGISTRY

Number of Company: 1641088

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL AND ORDINARY RESOLUTIONS

of

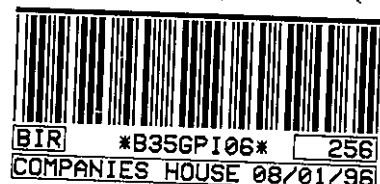
IMI COMPUTING LIMITED

Passed on *5th January* 1996

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at *55 Colindale Avenue, Brentford* on *5th* January 1996 the following Resolutions were duly passed as SPECIAL RESOLUTIONS:

SPECIAL RESOLUTIONS

- (1) "THAT the name of the Company be changed from 'IMI Computing Limited' to 'ICOM Solutions Limited'."
- (2) "THAT the Memorandum of Association of the Company be amended by the adaptation of the following new clause in substitution for the existing clause 3(R)



To enter into any guarantees, indemnities and/or financial transactions and to carry on and transact every kind of guarantee, counter-guarantee, indemnity and counter-indemnity business and financial operations and without limiting the generality of the foregoing in connection therewith or in connection with any business or activity of the Company or otherwise, (regardless of whether or not the Company receives any consideration) to:

- "(i) finance and invest in and to guarantee the payment of money by, and the discharge of liabilities and obligations of every description of, any person firm or company including (without limiting the generality of the foregoing) any company which is for the time being a subsidiary or the holding company (both as defined by Section 736 of the Companies Act 1985) of the Company or another subsidiary of any such holding company; and/or
- (ii) effect any such guarantees and indemnities either by personal covenant or by mortgaging charging or otherwise creating security over all or any part of the undertaking, property and assets both present and future of the Company and its uncalled capital or by both such methods; and/or
- (iii) borrow money, negotiate loans, grant credit facilities and other accommodation, advance and lend money with or without security, and to discount and deal in bills of exchange and other negotiable instruments and securities of every description; and/or
- (iv) give, subject to compliance with the provisions of Sections 155-158 inclusive of the Companies Act 1985 (if and so far as such provisions shall be applicable), whether directly or indirectly, any kind of financial assistance (as defined in

Section 152 of the Companies Act 1985) for any such purpose as is specified in Section 151 and/or Section 153 of the Companies Act 1985."

and by the adoption of the following new clause in substitution for the existing clause 3(V):

"(V) To grant pensions, allowances and gratuities to directors or ex-directors, employees or ex-employees of the Company or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company or the dependants of such persons; to make payments towards insurance; and to establish and maintain or concur in establishing and maintaining and/or from time to time to vary trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid and their dependants; and to set up, establish and support and maintain employees' share schemes (within the meaning of Section 743 of the Companies Act 1985) and profit sharing or share purchase schemes for the benefit of any of the employees or former employees of the Company or of any subsidiary, holding or fellow subsidiary company or for the benefit of the wives, husbands, widows, widowers or children or step-children under the age of 18 of such employees or former employees and to provide or lend money or provide other financial assistance in accordance with or for the purposes of such schemes or (to enable any such schemes to be established or maintained) to (or to trustees on behalf of) any such employees or former employees or to the wives, husbands, widows, widowers or children or step-children under the age of 18 of such employees or former employees; and to support or subscribe to any charitable trusts, funds or institutions, the support of which may, in the opinion of the

Directors of the Company for the time being, benefit the Company or its employees and to institute and maintain any club or other establishment or profit sharing scheme for the benefit of the Company or its directors or employees."

- (3) "THAT the financial assistance which it is proposed that the Company shall give to ICOM Solutions Limited (Company No. 3056544) in connection with its proposed acquisition of the issued share capital of the Company particulars of which assistance are contained in the Statutory Declaration made this day by the Directors of the Company (a copy of which was produced to the meeting) be and it is hereby approved."
- (4) THAT the following documents to be produced at the meeting and proposed to be entered into by the Company in connection with the financial assistance referred to resolution (3) above be approved and that Irene Brown and Raymond Davies be authorised to execute and deliver the same as deeds for and on behalf of the Company:
- (a) a Debenture creating a first fixed and floating charge over all the assets present and future of the Company;
 - (b) a Guarantee in favour of the Bank of Scotland guaranteeing the payment of the liabilities of ICOM Solutions Limited (No. 3065644) to the Bank of Scotland;
 - (c) an indemnity in favour of IMI Kynoch Limited (No: 713735) under which the Company agrees to indemnify it against all costs, liabilities and expenses which may occur in connection with the failure/default in providing broadly comparable pension benefits to those provided by the IMI Kynoch Limited prior to completion of the acquisition by ICOM Solutions Limited (Company No: 3056544) of the entire issued share capital of the Company;
 - (d) an Assignment of Keyman Insurances to the Bank of Scotland;

- (e) documentation relating to a sale and lease-back of the Company's vehicles with NWS Bank plc ("the Sale and Leaseback")
- (f) a memorandum setting out the terms upon which the Company would make available to ICOM Solutions Limited (Company No. 3056544) the proceeds of the Sale and Leaseback and other funds which are available to the Company to enable it to fund the purchase consideration for the entire issued share capital of the Company and its acquisition costs under a sale and purchase agreement of even date between IMI Kynoch Limited (No 713735) (1) and ICOM Solutions Limited (No 3065644) (2)

.....*I. B. ...*.....
Chairman