

Company number 03442721

The Companies Act 2006

Private company limited by shares

Written resolutions

of

Redstone Managed Services Limited (the "Company")

8

September 2010 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, Redstone plc (the "**Parent**"), being the sole member of the Company who is entitled to vote on the resolutions set out below, HEREBY VOTES IN FAVOUR OF THE FOLLOWING RESOLUTIONS IN WRITING, as special resolutions of the Company, and hereby irrevocably agrees in accordance with section 288 of the Companies Act 2006 that the said resolutions shall for all purposes be valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held

Special Resolutions

1 Approval of documents

That the terms and arrangements contemplated by the execution and delivery by the Company of the following documents and the performance by the Company of its obligations under those documents

- (a) an agreement (the "**Amendment and Restatement Agreement**") to be entered into between the Parent, the Company, certain other subsidiaries of the Parent and Barclays Bank PLC (the "**Bank**") pursuant to which the term loan and revolving facilities agreement originally dated 5 August 2008 as amended and restated on 24 February 2009 and as further amended on 22 June 2009, 30 June 2009, 31 July 2009, 14 August 2009, 19 August 2009 and 28 August 2009, as further amended and restated on or about 17 September 2009 and as further amended on 22 October 2009 would be amended and restated in accordance with the terms thereof,
- (b) the letter of variation to be entered into between the Parent, the Company, certain other subsidiaries of the Parent and the Bank pursuant to which an overdraft facility letter dated 17 September 2009 and entered into by the same parties would be amended, and
- (c) the Termination Agreement as referred to in the Amendment and Restatement Agreement to be entered into between the Parent, the Company, certain other subsidiaries of the Parent, the Subordinated Creditors (as defined therein), Eckoh plc and the Bank pursuant to which a subordination agreement dated 17 September 2009 and entered into between the same parties would be terminated,

(together the "**Finance Documents**"),

be and are approved

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2 Director's conflicts

2 1 That, subject to the provisions of the Companies Act 2006 (the "**Act**"), and provided that he has disclosed to the directors the nature and extent of any material interest of his, any director of the Company from time to time notwithstanding his office is authorised for the purposes of section 175 of the Act and the Company's articles of association to be

- (a) a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,
- (b) a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoting or being promoted by the Company or in which the Company is interested (including, without limitation, the Company's holding company or any other subsidiary of that holding company), and/or
- (c) a shareholder in, or a director or other officer of, or employed by, any body corporate which is a shareholder or otherwise interested in, the Parent,

and any such director, by reason of his office, shall not be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any such interest and no transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

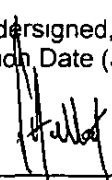
2 2 That notwithstanding any provisions of the Company's articles of association or any interest of any of the Company's directors, each of the Company's directors be and is hereby empowered and authorised to

- (a) execute and deliver the Finance Documents for and on behalf of the Company (in such manner and subject to such changes as any director, in his absolute discretion, thinks fit), and
- (b) participate fully in any decision making process in any way relating to the Finance Documents including but not limited to voting on and being counted in the quorum in relation to any resolution concerning the Finance Documents or any notice, communication, certificate and/or document which are required or which may be delivered for and on behalf of the Company pursuant to or in connection with the Finance Documents

Important:

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

The undersigned, being the sole member of the Company entitled to vote on the resolutions on the Circulation Date (see *Note 4*), hereby irrevocably agrees to the Special Resolutions



For and on behalf of
Redstone plc

Date

08/09/10