

Company No. 3469653

**PRIVATE COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL**

**WRITTEN RESOLUTION
of
ABILITYNET (the Company)**

THURSDAY



Circulation Date: 20th March 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following written resolution is passed as a special resolution (**Resolution**)

SPECIAL RESOLUTION

IT IS RESOLVED THAT the Company's articles of association be and are hereby altered such that Article 22 shall appear in the following form:

"22 Appointment of Directors

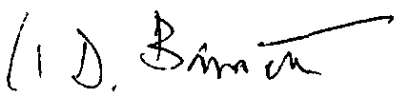
- 22.1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be an Elected Director for a term of up to three years
- 22.1 1 by Ordinary Resolution, or
- 22 1 2 by a simple majority of all the Directors entitled to attend and vote at any meeting of the Directors.
- 22 2 No appointment of an Elected Director, whether by the Charity in general meeting or by the other Directors, may be made which would cause the number of Directors to exceed any number fixed as the maximum number of Directors
- 22.3 Subject to Articles 22 4, 23 and 24, an Elected Director may serve for a maximum of four consecutive terms of up to three years each but may only be re-appointed for a fourth consecutive term in exceptional circumstances and with the unanimous approval of the Directors
- 22 4 Elected Directors re-appointed for a fourth consecutive term in accordance with Article 22 3 above may, following the expiry of that term, be re-appointed on a year-by-year basis if recommended by the Chairman and with the unanimous approval of the Directors.
- 22.5 Subject to Articles 23 and 24, each Elected Director shall hold office until the conclusion of the board meeting following the date on which his period of office is due to end
- 22.6 The Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to


the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed by or in accordance with these Articles Any Director so appointed shall hold office only until the next following Directors' meeting at which Director elections are to be made, and shall then be eligible for election as an Elected Director. For the avoidance of doubt, any period in office prior to election pursuant to this Article shall not be taken into account in determining the maximum period of office referred to in Article 22 3 above "

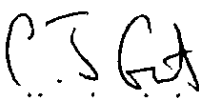
AGREEMENT

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

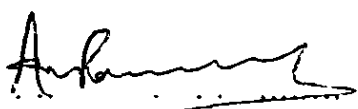
The undersigned, being members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution

Signed:  Dated 20/03/2012
ULRIC DAVID BARNETT

Signed  Dated 20/03/2012
WILLIAM JOHN KERR BROWN

Signed  Dated 20/03/2012
CHRISTOPHER JEFFREY GANT


Signed  Dated 20.03.2012
DAVID MORRISS

Signed  Dated: 20/3/12
ALAN WILLIAM POLLARD

Signed: Dated:
NISHITA SHARMA

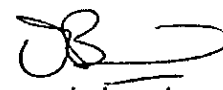
Signed:  Dated: 20/03/2012
MICHAEL ROBINSON TAYLOR

Signed


ELIZABETH SPARROW
for and on behalf of
BRITISH COMPUTER SOCIETY

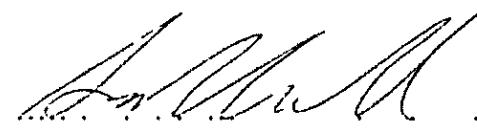
Dated. 20 3 12

Signed


MIKE BERNARD
for and on behalf of
IBM UNITED KINGDOM LIMITED

Dated 20/3/12

Signed


SARAH FOXALL
for and on behalf of
MICROSOFT LIMITED

Dated 20.3.12

Signed

COLIN KNIGHT
for and on behalf of
THE WORSHIPFUL COMPANY OF
INFORMATION TECHNOLOGISTS

Dated ..

NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - (a) **By Hand** delivering the signed copy to Nigel Lewis, The Microsoft Campus, Thames Valley Business Park, Reading, Berkshire RG6 1WG
 - (b) **Post** returning the signed copy by post to Nigel Lewis, The Microsoft Campus, Thames Valley Business Park, Reading, Berkshire RG6 1WG.
 - (c) **Fax** faxing the signed copy to +44 (0)870 240 7240 marked "For the attention of Nigel Lewis"
 - (d) **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to nigel.lewis@abilitynet.org.uk

If you do not agree to the Resolution, you do not need to do anything. you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document