

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

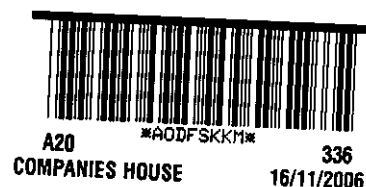
of

MI LIMITED

("Company")

In accordance with section 381A of the Companies Act 1985 ("Act"), we, being the members of the Company **resolve** as follows:

1. **That** the Company be authorised to give the financial assistance described in the declaration sworn by the directors of the Company (a copy of which is attached) in relation to the following documents:
 - 1.1 a senior facilities agreement dated 29 March 2006 and made between, inter alia, CIBC World Bank plc ("**CIBC**") (in various capabilities) and Greenwich Pikco Limited (as Parent) ("**Senior Facilities Agreement**") as amended by the Senior Amendment Agreement (as defined below) (the "**Amended Senior Facilities Agreement**");
 - 1.2 a mezzanine facility agreement dated 29 March 2006 and made between CIBC (in various capabilities) and Greenwich Pikco Limited (as Parent) ("**Facilities Agreement**") as amended by the Mezzanine Amendment Agreement (as defined below) (the "**Amended Mezzanine Facility Agreement**");
 - 1.3 an intercreditor deed entered into by, inter alies, CIBC (in various capacities), Greenwich Equity S.A.R.L. (as Parent Holdco), Greenwich Pikco Limited (as Parent), the Senior Creditors, the Hedge Counterparties and the Mezzanine Creditors (each defined therein) and dated 29 March 2006 (the "**Intercreditor Deed**");
 - 1.4 a debenture dated 29 March 2006 between, inter alia, Greenwich Pikco Limited (as Parent) and CIBC (as Security Agent and trustee for the beneficiaries thereunder) (the "**Debenture**");
 - 1.5 an intra-group loan agreement dated 5 May 2006 made between Greenwich Acquisitionco Limited (renamed Open International Limited) (as Borrower), Misys Financial Systems Limited (renamed Open GI Limited), Misys Insurance Management Limited (renamed Countrywide Insurance Management Limited), and ACT Insurance Systems Limited (each a Lender thereunder) under which the Lenders agreed to make available to the Borrower an unsecured loan of £120,000,000 (the "**Intra-Group Loan Agreement**");




- 1.6 an amendment and restatement agreement dated on or around today's date to be entered into by, amongst others, Greenwich Pickco Limited (as Parent) and CIBC World Markets plc (in various capacities) amending the Senior Facilities Agreement (the "**Senior Amendment Agreement**");
- 1.7 an amendment and restatement agreement dated on or around today's date to be entered into by, amongst others, Greenwich Pickco Limited (as Parent) and CIBC World Markets plc (in various capacities) amending the Mezzanine Facility Agreement (the "**Mezzanine Amendment Agreement**");
- 1.8 an accession deed, in the form set out in Schedule 5 of the Intercreditor Deed whereby the Company agrees with each other person who is or who becomes a party to the Intercreditor Deed that with effect on and from the date of the deed it will be bound by the Intercreditor Deed as an Obligor, Intercompany Creditor and Intercompany Debtor (as defined therein) as if it had been party originally to the Intercreditor Deed in that capacity and that it will perform all of the undertakings and agreements set out in the Intercreditor Deed as an Obligor, Intercompany Creditor and Intercompany Debtor (the "**Intercreditor Accession Deed**");
- 1.9 an accession letter under which the Company will accede to the Intra-Group Loan Agreement as a Lender, to be entered into by the Company and the Borrower (the "**Intra-Group Loan Accession Deed**"); and
- 1.10 a deed of accession and charge under which the Company will accede to the Debenture as a chargor, to be entered into by the Company, Greenwich Pickco Limited (as Parent) and CIBC (as Security Agent) (the "**Debenture Accession Deed**"),


referred to in that declaration (the provision of such financial assistance being in the best interests and for the benefit of the Company) and to enter into documents 1.6-1.10 above.

I confirm that a copy of the directors' statutory declarations made pursuant to section 155(6) of the Act and related auditors' reports have been supplied to me at or before the time at which this document was supplied to me for signature (in accordance with paragraph 4 of schedule 15A to the Act).

Signed by, or by duly authorised representatives on behalf of, the sole members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.

Signed:  Dated: 24 October 2006

For and on behalf of Open G I Limited as attorney
for Anthony Colborne

Signed: 

Dated: 24 October 2006.....

For and on behalf of Open G I Limited as attorney
for Liam Flavelle

Attachments:

1. *Statutory declarations in forms G155(6)a.*
2. *Auditors' reports.*