

---

**WRITTEN RESOLUTIONS OF**  
**MISYS PORTFOLIO HOLDINGS LIMITED**  
**(Registered number 04314360)**  
**(the "Company")**

**A PRIVATE COMPANY LIMITED BY SHARES**

---

CIRCULATION DATE: 21 July 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that resolution 1 below is passed as an ordinary resolution and resolution 2 below is passed as a special resolution

**ORDINARY RESOLUTION**

- 1 **THAT** the Company enters into
- (a) a joinder agreement in relation to an amended and restated New York law governed first lien credit agreement dated 1 June 2012, by and between amongst others, Magic Bidco Limited ("Bidco"), Magic Newco 4 S à r l ("Luxco 4") as Holdings (as defined therein) and Credit Suisse AG, Cayman Islands Branch as Administrative Agent and International Collateral Agent (as each term is defined therein),
  - (b) a joinder agreement in relation to an amended and restated New York law governed second lien credit agreement dated 1 June 2012, by and between amongst others, Bidco, Luxco 4 as Magic Holdings (as defined therein), Bank of America, N A as Administrative Agent and Credit Suisse AG, Cayman Islands Branch as International Collateral Agent (as each term is defined therein),
  - (c) a joinder agreement in relation to an amended and restated New York law governed intercreditor credit agreement dated 1 June 2012, by and between amongst others, Bidco, Luxco 4 as Magic Holdings (as defined therein), Bank of America, N.A as U S Second Lien Collateral Agent and Credit Suisse AG, Cayman Islands Branch as Administrative Agent and International Collateral Agent (as each term is defined therein),
  - (d) an English law debenture among by and between the Company and Credit Suisse AG, Cayman Islands Branch as international collateral agent,
  - (e) a fee letter from Magic Bidco Limited and Turaz Global S à r l to the Company (the "Fee Letter"), and
  - (f) any further deeds, instruments, agreements, powers of attorney, notices (including but not limited to selection notices, howsoever defined), requests (including but not limited to any utilisation requests, howsoever defined), acknowledgments, memoranda, statements or certificates as may be ancillary, necessary, desirable, required or requested in connection with the documents listed in paragraphs (a) to (e) above and/or in contemplation of the acquisition of Misys Limited (formerly Misys



plc) by Magic Bidco Limited, an indirect parent of the Company (the "Ancillary Documents")

(the documents listed in paragraphs (a) to (e) together being referred to as the "Documents")

**SPECIAL RESOLUTION**

- 2      **THAT** Regulations 8 (*LIEN*) and 24 (*TRANSFER OF SHARES*) contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 shall hereby not apply to the Company's articles of association

**THAT** the Company approves the terms of, the transaction contemplated by, and the execution, delivery and performance of, the Documents to which the Company is to become a party

**THAT** a director of the Company may have an interest by virtue of being a director or other officer of, or employed by, or otherwise interested (including by the holding of shares) in any Relevant Company, and no authorisation by the board of directors of the Company shall be required in respect of any such interest

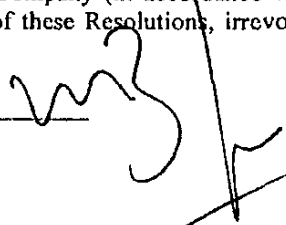
For the purposes of this resolution, "Relevant Company" shall mean

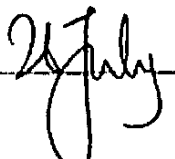
- (a)      the Company,
- (b)      any subsidiary undertaking of the Company,
- (c)      any parent undertaking of the Company or a subsidiary undertaking of any such parent undertaking,
- (d)      any body corporate promoted by the Company; or
- (e)      any body corporate in which the Company is otherwise directly or indirectly interested,

and "subsidiary undertaking" and "parent undertaking" shall be construed in accordance with sections 1161 and 1162 of the Companies Act 2006

**AGREEMENT:**

The sole eligible member of the Company (in accordance with section 289 of the Companies Act 2006) entitled to vote in respect of these Resolutions, irrevocably agree that the Resolutions be so passed

Signed by   
Name  
Position Director  
for and on behalf of **Misys Limited**

Date: , 2012

**IMPORTANT:**

**You may not agree to some, but not all, of the Resolutions; you must agree to all or none. To signify your agreement to the Resolutions, you must:**

- **sign this document where indicated above;**
- **return the signed document to the Company: deliver it by hand or send it by post to the registered office of the Company (marked "For the attention of the Company Secretary"), and**
- **ensure that the signed document is received by the Company no later than the date that is 28 days from (and including) the Circulation Date. If the Resolutions are not passed by this date, they will lapse.**

**Note: Once given, your agreement may not be revoked.**