

Company number 05204003

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ASCRIBE HOLDINGS LIMITED (the "Company")

Passed on 26 March 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "**Resolutions**").

SPECIAL RESOLUTION

Resolution 1

That the existing Articles of Association shall no longer apply to the Company, and that in place thereof, the Articles of Association already prepared, a copy of which has been initialled for the purpose of identification by the Chairman, be adopted as the new Articles of Association of the Company.

Resolution 2

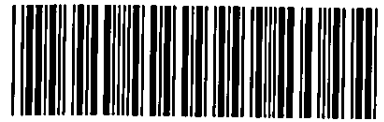
That clause 3 of the existing Memorandum of Association of the Company be amended as set out in the Memorandum of Association already prepared, a copy of which has been initialled for the purposes of identification by the Chairman.

Resolution 3

That the provisions of, and performance of the obligations set out in the documents listed (a) to (g) (inclusive) below (the "**Documents**"), which the Company is proposing to enter into in connection with the financing arrangements to be entered into with Yorkshire Bank (a trading name of Clydesdale Bank PLC) (the "**Bank**") be and are hereby approved (copies of such Documents having been supplied to the sole member of the Company and the Company's auditors prior to the signing of the Resolutions) subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents):

- (a) an accession agreement proposed to be entered into by Scroll Holdings Limited (company number 06724472) (the "**Parent**") and the Company in favour of the Bank;
- (b) an intra-group loan agreement proposed to be entered into between the Parent, Scroll Bidco Limited (company number 06724468) ("**Bidco**"), the Company and each of Ascribe Limited (company number 02394847), Protechnic Exeter Limited (company number 04307188), Footman-Walker Associates Limited (company number 01926307), Scorpio Information Systems Limited (company number 03733639), Barwick Systems Limited (company number 01756830), H.E. Information Systems Limited (company number 02920388) (together the "**English Group Companies**") and ASC Computer Software Pty Limited

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(Australian company number 75102028) and ASC Computer Software (NZ) Limited (New Zealand company number 1012298) (together the "**Overseas Group Companies**") (the English Group Companies and the Overseas Group Companies being together the "**Group Companies**");

- (c) a debenture proposed to be entered into by the Company in favour of the Bank;
- (d) a share charge proposed to be entered into by the Company in favour of the Bank;
- (e) a working capital facility letter to be entered into by the Parent, Bidco, the Company, each of the English Group Companies and the Bank;
- (f) a security trust deed proposed to be entered into by, inter alia, the Parent, Bidco, the Company, the English Group Companies and ECI Ventures Nominees Limited (the "**Security Trustee**"); and
- (g) a composite guarantee and debenture proposed to be entered into by the Parent, Bidco, the Company and the English Group Companies in favour of the Security Trustee.

Resolution 4

That, notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's Directors, the Company's Directors and/or Secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents for the Company (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such documents)).

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on 26 March 2009, hereby irrevocably agrees to the Resolutions.



For and on behalf of
Scroll Bidco Limited

NOTES

1. If you agree with the Resolutions, 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 Giles Cheshier of Hammonds LLP, Trinity Court, 16 John Dalton Street, Manchester M60 8HS;
 - (b) **By post:** returning the signed copy by post to Giles Cheshier of Hammonds LLP, Trinity Court, 16 John Dalton Street, Manchester, M60 8HS;
 - (c) **By fax:** by faxing the signed copy to 0870 460 3182 marked "for the attention of Giles Cheshier".
 - (d) **By email:** by attaching a scanned copy of the signed document to an email and sending it to giles.cheshier@hammonds.com.

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
3. Unless, by the date 28 days from circulation, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.

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DATED 26 March 2008 ¹⁹

MEMORANDUM OF ASSOCIATION
(PRIVATE COMPANY LIMITED BY SHARES)

**THE COMPANIES ACT 1985 AND 2006
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF ASCRIBE HOLDINGS LIMITED**

(Company Number 05204003)

- 1 The Company's name is Ascribe Holdings Limited.
- 2 The Company's Registered Office is to be situated in England and Wales.
- 3 The Company's objects are:
 - 3.1 Until the date upon which section 31 Companies Act 2006 comes into force, to carry on business as a general commercial company and, as from such date, the objects of the company are unrestricted.
 - 3.2 To borrow or raise money or arrange for the payment of money in any manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's undertaking and all or any real and personal property and assets, present or future, including its uncalled capital, and also to issue and deposit at par or at a premium or discount and for such consideration as may be thought fit any securities which the Company has authority to issue by way of mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
 - 3.3 To lend and advance money or give credit to any company, firm or person with or without security and on such terms as the Company may approve and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to give guarantees and indemnities of all kinds and (without prejudice to the generality of the foregoing) to guarantee either by personal covenant or by way of indemnity or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by all three such methods, the performance of the contracts or obligations and the payment of the capital or principal (together with any premium) of and dividends of interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding company, or subsidiary company or otherwise associated with the Company in business.
 - 3.4 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.
 - 3.5 And it is hereby declared that save as otherwise expressly provided, each of the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited by reference to any other sub-clause or by the name of the Company, and that the provisions of each sub-clause shall save as

aforesaid be carried out in as full and ample a manner and construed in as wide a sense as if each of the sub-clauses defined the objects of a separate and distinct company.

- 4 The liability of the Members is limited.
- 5 The share capital of the Company is £1,400,000 divided into 140,000,000 shares of £0.01 each.