

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ICM BUSINESS AVAILABILITY LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution is passed as a special resolution

RESOLUTION

THAT, the share capital of the Company be and the same is hereby reduced from £76,501 divided into 76,500 Ordinary Shares of £1.00 each and 1 A Share of £1.00 to £100 divided into 100 Ordinary Shares of £1.00 each and that such reduction be and the same is hereby effected by cancelling and extinguishing 76,400 of the existing issued Ordinary Shares of £1.00 each and 1 of the existing issued A Shares of £1.00 each registered in the name of ICM Computer Group Limited.

23 September 2009

AGREEMENT

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

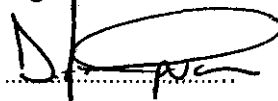
We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution:

Name of Shareholder

Signature

Date

ICM Computer Group Limited



23 September 2009

Copy: Auditors

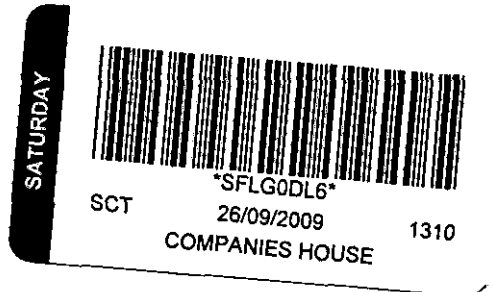
NOTES

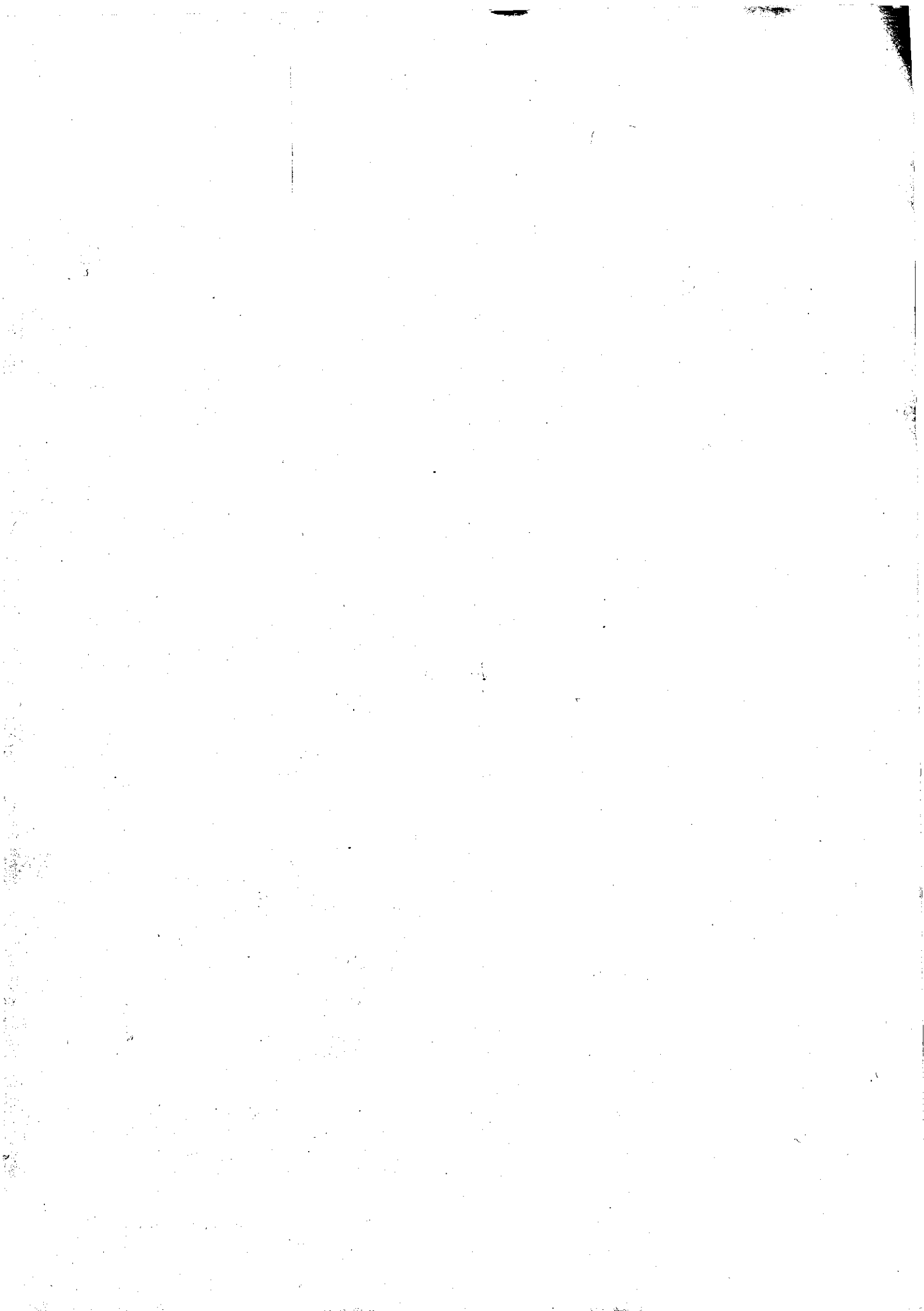
1. Shareholders who wish to agree to such resolution should signify their agreement in one of the following ways:

- Sign and return this document to Technology House, Hunsbury Hill Avenue, Northampton, Northamptonshire NN4 8QS, marked for the attention of William Martin; or
- E-mail the company at william.martin@phoenix.co.uk attaching a scanned copy of the signed document to an email containing the subject "Written Resolution".

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. If sufficient agreement is not received within 28 days from the date stated above then this resolution will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolution, please ensure your agreement reaches us before that date.
3. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
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.





ICM BUSINESS AVAILABILITY LIMITED
("the Company")

Minutes of a meeting of the Board of Directors ("Directors") of the Company held at
on *23 September* 2009 commencing at *11.00am/pm*.

*Technology at
Hunsbury Hill
Northampton
NN4 8RS*

PRESENT: David Simpson (In the Chair)

Anthony Granelli

IN ATTENDANCE: William Martin (Secretary)

1. NOTICE AND QUORUM

1.1 A quorum being present, **IT WAS RESOLVED** that David Simpson chair the meeting. David Simpson accordingly took the chair and declared the meeting open.

1.2 The Secretary confirmed that notice of the meeting had been given to each Director.

2. PURPOSE OF MEETING

2.1 The Chairman reported that the Phoenix Group (of which the Company is a group member) is undertaking a group reorganisation to divisionalise its companies into four separate divisions being the Partner User Business, Business Continuity, Mid Tier Business and Overseas Business divisions (the "**Reorganisation**").

2.2 As part of the Reorganisation the Phoenix Group's current companies had been categorised into different tiers. As a Tier 3 Company, the Chairman reported it was proposed that at a later meeting of the Board an application be approved to be made to the Registrar of Companies to strike the Company off the Register of Companies pursuant to the procedure contained in section 652A of the Companies Act 1985. The Chairman explained that the proposal to strike off the Company was being made as the Company is currently dormant and is a company which is no longer required within the Company's wider group.

2.3 The Chairman reported that prior to making such an application, the Company is to waive a debt of £66,136 owed to the Company (the "**Debt**").

2.4 The Chairman further reported that the waiver of the Debt would be a distribution within the meaning in s.830 Companies Act 2006 and for which the Company would require distributable profits equal to the amount of the Debt. It was noted that the Company's current distributable profits were (£13,364) and therefore insufficient to satisfy the Debt.

2.5 It was further noted that ICM Computer Group Scotland Limited had waived the inter-company debt owed to them by the Company of £3,000. Following this waiver it was noted that the Company's distributable profits were (£10,364).

2.6 The meeting had therefore been called to consider the proposal to reduce the share capital of the Company (the "**Capital Reduction**") in accordance with the procedure set out in sections 641, 642 and 643 of the Companies Act 2006.

2.7 It was proposed that the Capital Reduction be made by reducing the Company's current issued share capital of 76,500 Ordinary Shares of £1.00 each and 1 A Share of £1.00 by £76,401 thereby leaving an issued share capital of 100 Ordinary Shares of £1.00 each in the capital of the Company. Following the Capital Reduction, the Company's distributable profits would be £66,037, being an amount equal to the Debt.

2.8 The Chairman explained that the Capital Reduction was being proposed for the reasons set out above. In approving the Capital Reduction the chairman reminded the Directors of

their statutory duty to promote the success of the Company for the benefit of its members and of their statutory duties generally and identified each of the considerations to which they were to have regard as set out in section 172(1) of the Companies Act 2006.

3. **DIRECTORS' INTERESTS**

Each director present declared the nature and extent of their interests to the Directors in accordance with the duty imposed by section 182 of the Companies Act 2006 in any proposed transactions or arrangements with the Company and which they were required to disclose in accordance with the Company's articles of association which were to be considered at the meeting.

Having declared their interests the Company's articles of association permitted such directors to vote on a resolution and to be counted in the quorum present at the meeting relating to any such proposed transactions or arrangements.

4. **APPROVAL OF CAPITAL REDUCTION**

4.1 There was produced to the meeting a copy of the Company's unaudited accounts for the year ended 31 March 2009 (the "**Accounts**") together with a statement of the assets and liabilities of the Company prepared by Ernst & Young LLP ("**E&Y Statement**")

4.2 The Board carefully considered the Accounts and it was noted that since the Company was dormant, its financial position had not changed since the date of the Accounts. The Board further considered the E&Y statement and the financial position of the Company following the proposed Capital Reduction at the date hereof and for the period of 12 months following the date of the meeting.

4.3 **IT WAS RESOLVED** that in light of the financial information made available to the Board that the proposed Capital Reduction was in the best interests of the Company and would promote the success of the Company for the benefit of its members and was and is hereby approved.

4.4 **IT WAS FURTHER RESOLVED** that in light of the financial information made available to the Board that each director:

4.4.1 has formed the opinion that, as regards the Company's situation at the date of signing a statutory statement of solvency (the "**Solvency Statement**") referred to in section 643 of the Companies Act 2006, there is no ground on which the Company could then be found to be unable to pay (or otherwise discharge) its debts and the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of signing the Solvency Statement; and

4.4.2 should sign the Solvency Statement in accordance with section 642 of the Companies Act 2006.

5. **ADJOURNMENT**

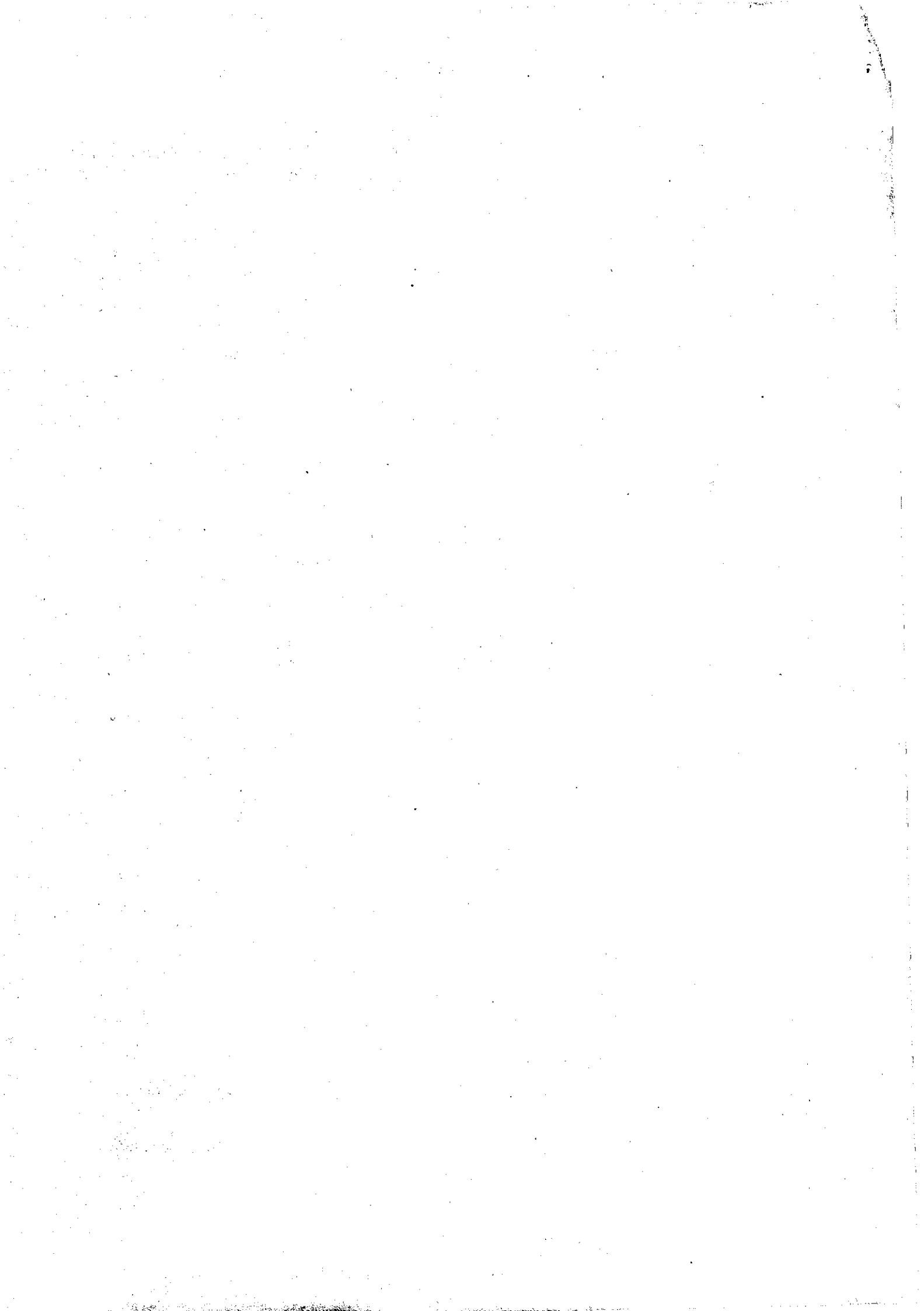
The meeting then adjourned to enable the directors to consider the financial information and, having considered the requirements of section 643 of the Companies Act 2006, to sign the Solvency Statement.

6. **RESUMPTION**

Upon the resumption of the meeting, the Secretary reported that the Solvency Statement had been duly signed by every director of the Company.

7. **SHAREHOLDER RESOLUTIONS**

7.1 It was agreed to recommend to the sole member of the Company that the Company effect the Capital Reduction so as to allow the Debt to be waived following which the application to strike the Company off the Register at Companies House be made.



- 7.2 A written resolution to effect the above was considered and approved and the Secretary was authorised and requested to send a copy of it together with a copy of the Solvency Statement and a statement as to how the sole member can signify agreement to the resolution and the end date by which the resolution must be passed to the sole member (with a copy to the auditors, such copy to be sent at or before the time the resolution is sent to sole member for consideration).

8. **ADJOURNMENT**

The meeting then adjourned to enable the written resolution to be considered.

9. **RESUMPTION**

- 9.1 Upon resumption of the meeting, the Secretary reported that the written resolution referred to above had been duly passed.

- 9.2 The chairman then reported that a memorandum of capital (the "**Memorandum of Capital**") required by section 644(1) of the Companies Act 2006 would be prepared following this meeting and that the directors would prepare a statement of compliance (the "**Statement of Compliance**") required by section 644(5) of the Companies Act 2006 confirming that the Solvency Statement was made not more than 15 days before the date on which the resolution by the sole member to approve the Capital Reduction was passed and that the Solvency Statement was provided to the sole member in accordance with section 642(2) of the Companies Act 2006.

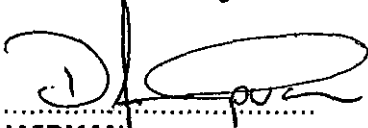
10. **DOCUMENTS FOR REGISTRATION**

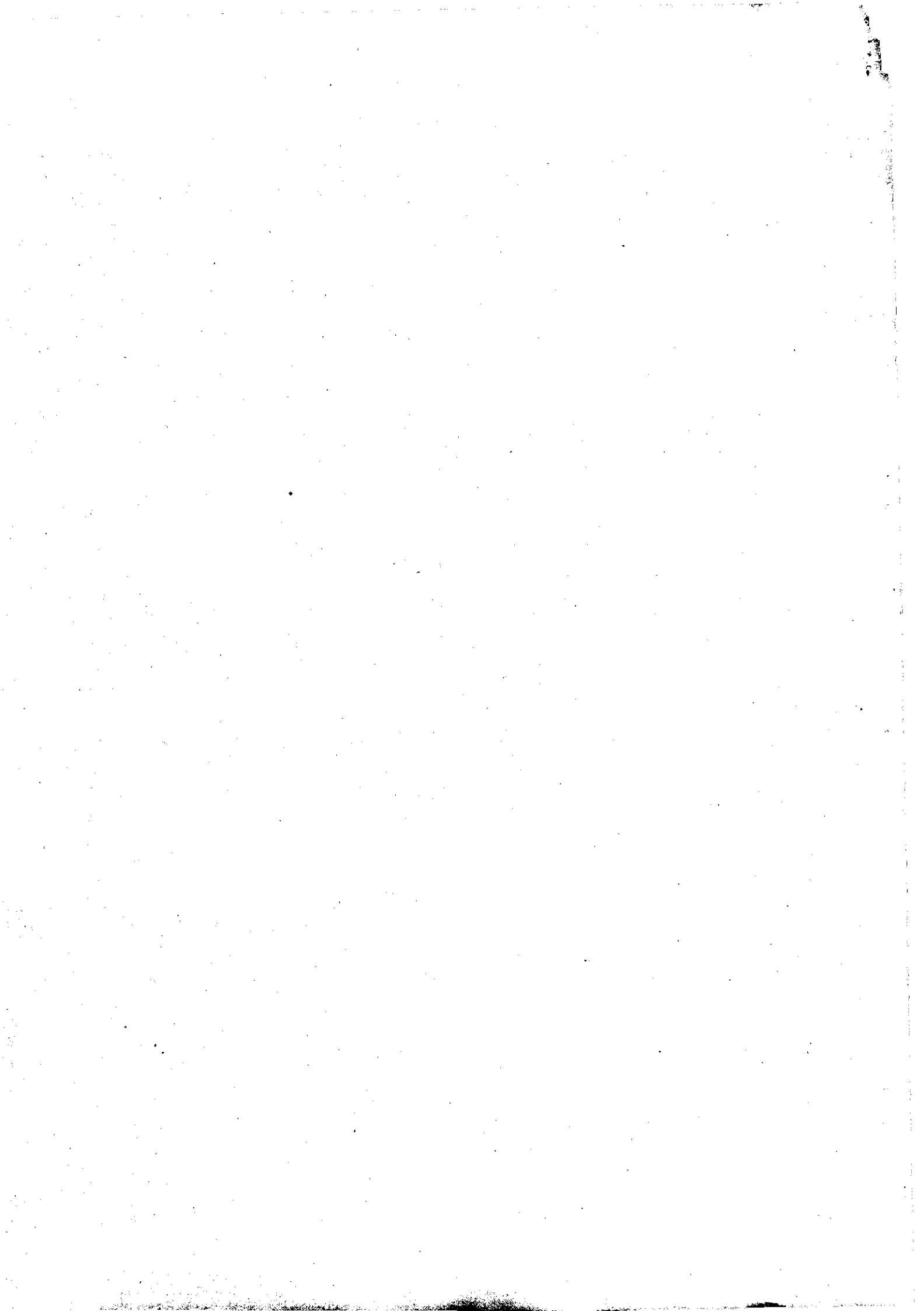
The Secretary was instructed to arrange for the following to be delivered to the Registrar of Companies as soon as practicable:

- 10.1 a copy of the written resolution referred to above, once it had been duly passed by the sole member;
- 10.2 a copy of the Solvency Statement signed by each director;
- 10.3 the Memorandum of Capital; and
- 10.4 the Statement of Compliance.

11. **CLOSE OF MEETING**

There being no further business, the meeting closed.


CHAIRMAN



ICM BUSINESS AVAILABILITY LIMITED
("the Company")

MINUTES of a meeting of the Board of Directors of the Company held at *Technology House*
Hunsbury Hill Av, Northampton on *23 September* 2009 commencing at *11.10am/pm*
NV4 8QC

PRESENT: David Simpson (In the Chair)
Anthony Granelli

IN ATTENDANCE: William Martin (Secretary)

1. PRELIMINARIES

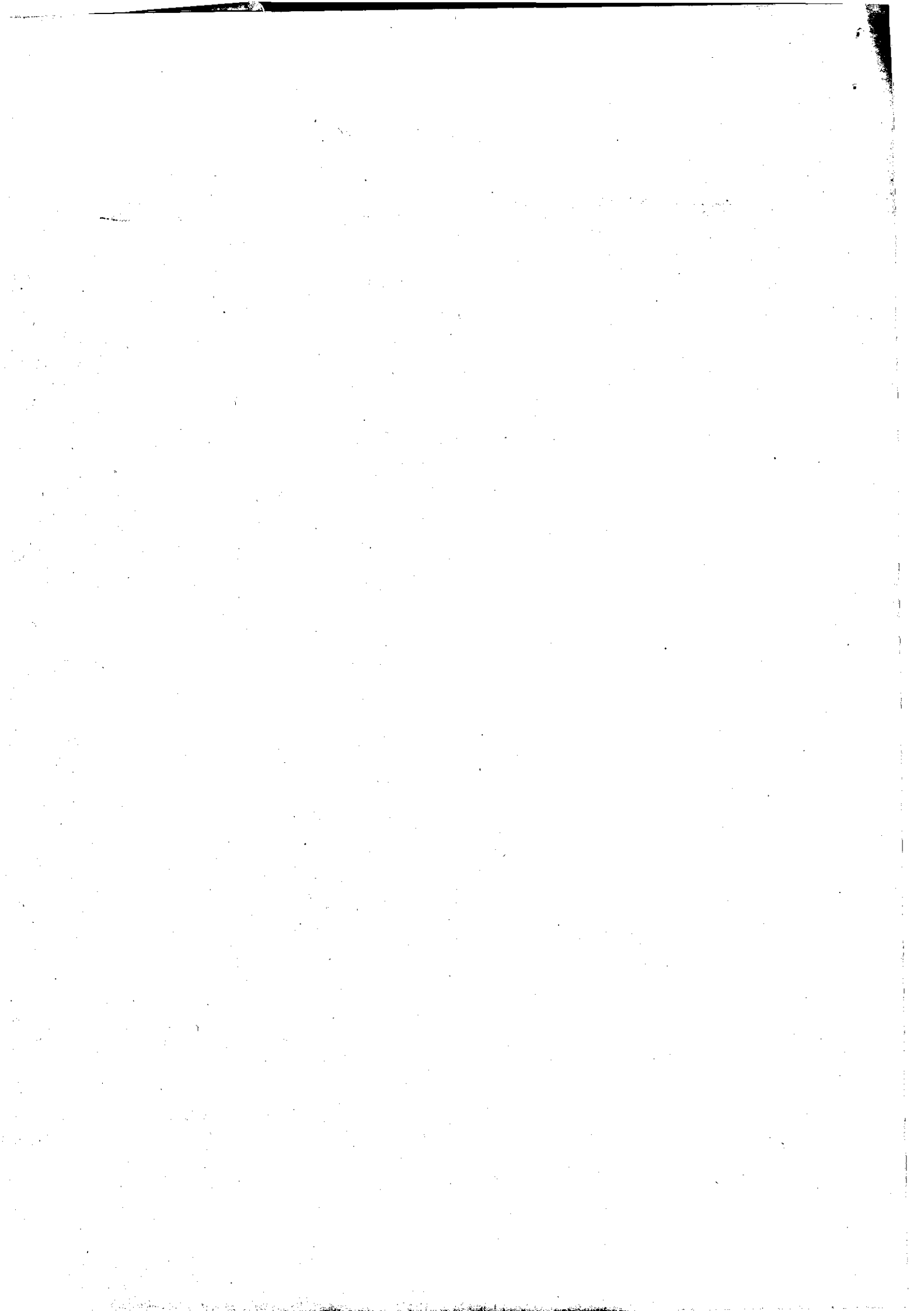
- 1.1 A quorum being present, **IT WAS RESOLVED** that David Simpson chair the meeting. David Simpson accordingly took the chair and declared the meeting open.
- 1.2 The Secretary confirmed that notice of the meeting had been given to each director.

2. PURPOSE OF MEETING

- 2.1 The Chairman reported that the Phoenix Group (of which the Company is a group member) is undertaking a group reorganisation to divisionalise its companies into four separate divisions being the Partner User Business, Business Continuity, Mid Tier Business and Overseas Business divisions (the "**Reorganisation**").
- 2.2 As part of the Reorganisation the Phoenix Group's current companies had been categorised into different tiers and that the Company had been classified as a Tier 3 Company.
- 2.3 The Chairman reminded the meeting that at an earlier meeting of the Board, the Company's issued share capital had been reduced from £76,501 to £100 by cancelling and extinguishing 76,400 of the existing issued Ordinary Shares of £1.00 each and 1 of the existing A Shares of £1.00. The Chairman reported that the meeting had been convened to consider and, if thought fit, authorise:
- 2.3.1 the waiver of an inter-company debt of £66,136 (the "**Debt**") owed to the Company; and
- 2.3.2 the submission of an application to the Registrar of Companies ("**Registrar**") made on behalf of the Company by its directors to strike the Company off the Register of Companies ("**Register**") pursuant to the procedure contained in section 652A of the Companies Act 1985 ("**Act**").
- 2.4 The Chairman explained that the proposal to strike off the Company was being made as the Company is currently dormant and is a company which is no longer required within the Company's wider group. Prior to this, the Chairman explained that the waiver of the Debt was being proposed in order to clear the Company's balance sheet prior to its strike off.
- 2.5 In addition the Chairman reminded the Directors of their statutory duty to promote the success of the Company for the benefit of its members (in relation to the waiver of the Debt, the application for the strike off of the Company and generally) and identified each of the considerations to which they were to have regard as set out in at section 172 (1) of the Companies Act 2006.

3. DISCLOSURE OF DIRECTORS' INTERESTS

Each director present declared the nature and extent of their interests to the Directors in accordance with the duty imposed by section 182 of the Companies Act 2006 in any



proposed transactions or arrangements with the Company and which they were required to disclose in accordance with the Company's articles of association which were to be considered at the meeting.

Having declared their interests the Company's articles of association permitted such directors to vote on a resolution and to be counted in the quorum present at the meeting relating to any such proposed transactions or arrangements.

4. **PRODUCTION OF DOCUMENTS**

There was produced to the meeting:

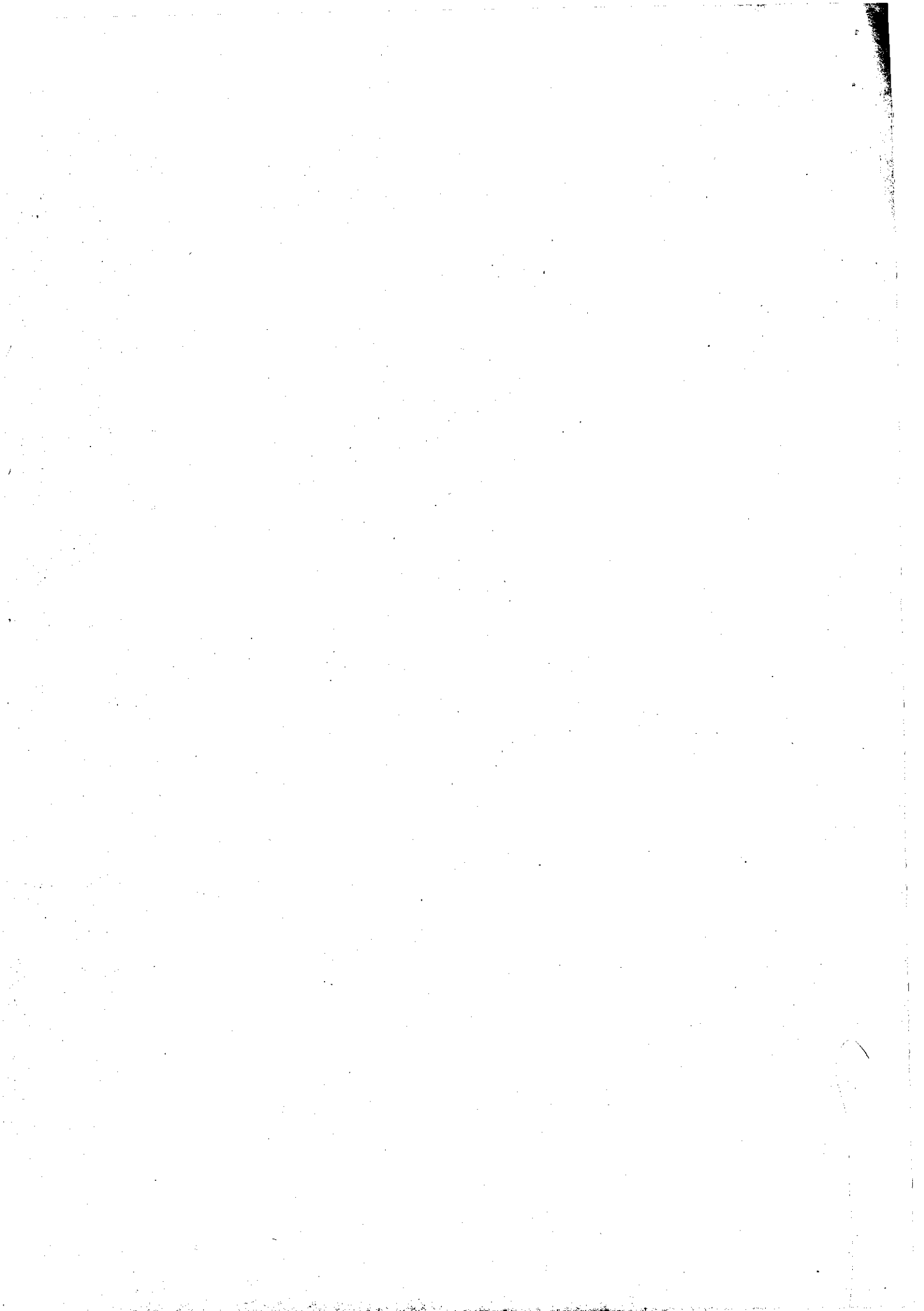
- 4.1 the unaudited accounts of the Company for the year which ended on 31 March 2009 (the "**Accounts**");
- 4.2 an application for striking off the Company being a Form 652A (the "**Application**"); and
- 4.3 a copy of the tax application made by Ernst & Young LLP ("**E&Y**") on behalf of the Company and the response received from HMRC (the "**Tax Approval Letter**");
- 4.4 a copy of the statement of assets and liabilities of the Company prepared by E&Y (the "**E&Y Statement**").

5. **INTER-COMPANY DEBT**

- 5.1 **IT WAS PROPOSED** that the Company waive the Debt.
- 5.2 **IT WAS NOTED** that the Company had received advice from E&Y in relation to the Debt and the waiver of it.
- 5.3 After careful consideration by the directors **IT WAS RESOLVED THAT** the waiver of the Debt be approved as being in the best interests of the Company.

6. **CONSEQUENCES OF STRIKING OFF**

- 6.1 The Chairman noted that the directors were required to declare on the Application that:
 - 6.1.1 in the past three months the Company had not:-
 - 6.1.1.1 changed its name;
 - 6.1.1.2 traded or otherwise carried on business;
 - 6.1.1.3 made a disposal for value of property or rights which, immediately before ceasing trade or otherwise carrying on business, it held for the purpose of disposal for gain in the normal course of trading or otherwise carrying on business; or
 - 6.1.1.4 engaged in any other activity, except for the purpose of making this application, settling its affairs or meeting a statutory requirement; and
 - 6.1.2 the Company is not the subject of, nor the proposed subject of, insolvency proceedings or a section 425 scheme.
- 6.2 The Directors carefully considered the above matters and noted that in the period ending on the date of this meeting the Company had not conducted any of the activities referred to in minutes 6.1.1.1 to 6.1.1.4 above and further that the Company is not the subject of, nor the proposed subject of, insolvency proceedings or a section 425 scheme.



- 6.3 It was further reported that none of the provisions contained in Section 652B(3)(a) – (f) of the Act were applicable to the Company and that therefore the Company was not barred from making the Application.
- 6.4 The Chairman reminded the meeting that after receiving the Application, the Registrar will advertise and invite objections to the proposed striking-off in the London Gazette. The Registrar will then strike the Company off the Register not less than three months after the date of this notice if he sees no reason to do otherwise and the Application has not been withdrawn. The Chairman continued that the Company will then be dissolved when the Registrar publishes a notice to that effect in the London Gazette.
- 6.5 The Chairman further reminded the meeting that notwithstanding the striking off, the liability (if any) of every director, managing officer or member of the Company and the court's powers to wind up the Company will continue as if the Company had not been dissolved.

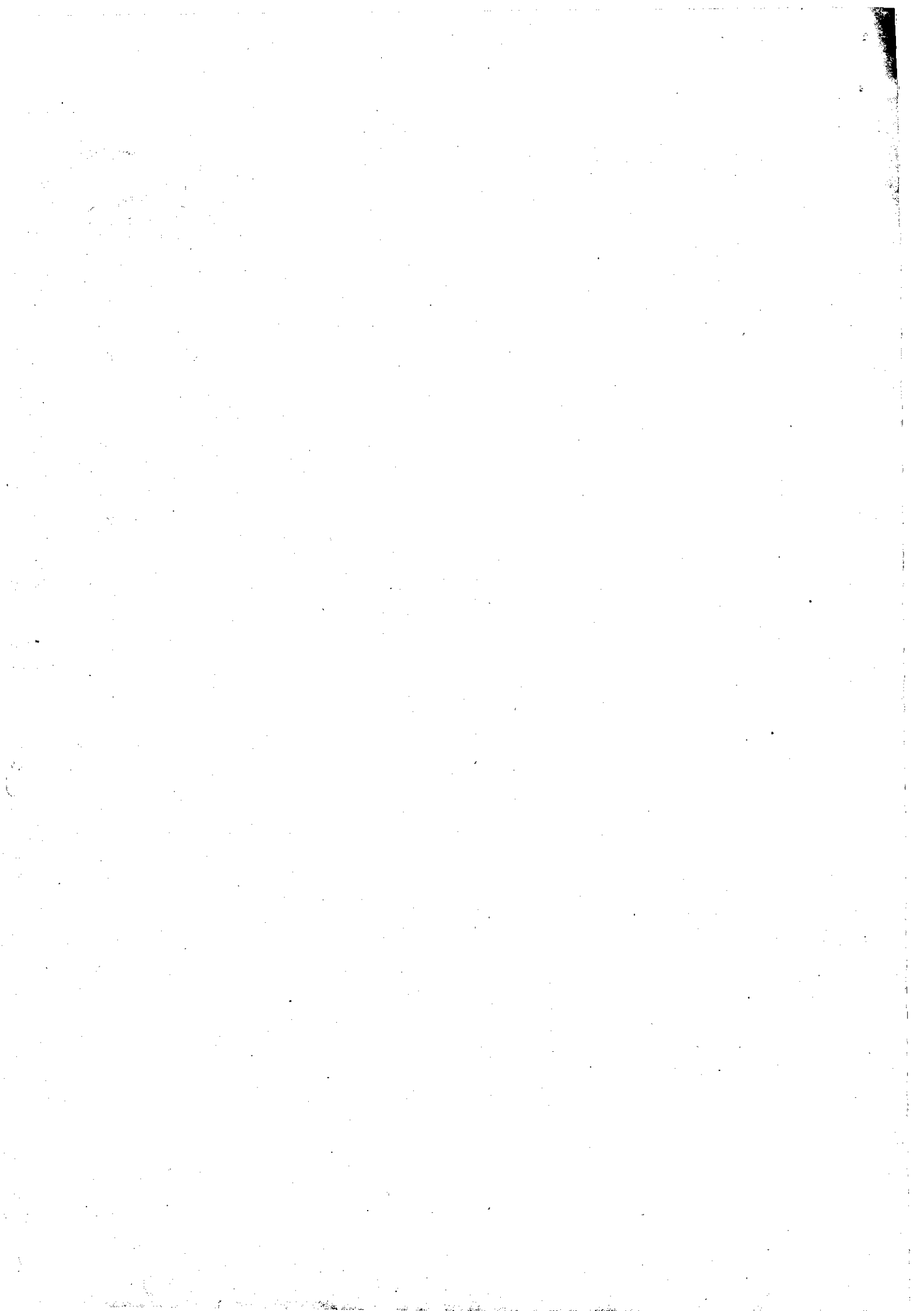
7. THE APPLICATION

- 7.1 The Chairman referred the meeting to the Tax Approval Letter and it was noted that the Company has received approval from HMRC to strike the Company off the Register.
- 7.2 After careful consideration of the matters set out above it was noted that the directors were able to make the necessary declarations on the Application and **IT WAS RESOLVED** that the directors be authorised to sign the Application and submit it to the Registrar.

8. NOTIFICATION OBLIGATIONS

- 8.1 The Chairman reminded the meeting that in accordance with Section 652B(6) of the Act the Directors who make the Application must ensure that a copy of the Application is given, within 7 days from the day on which the Application is made, to:
- 8.1.1 every member of the Company;
 - 8.1.2 all creditors of the Company including all contingent and prospective creditors;
 - 8.1.3 all employees of the Company;
 - 8.1.4 any managers or trustees of any employee pension fund;
 - 8.1.5 any directors who have not signed the Application; and
 - 8.1.6 anyone who becomes any such person listed in 8.1.1 to 8.1.5 above after the Application.
- 8.2 The Directors noted that the Company did not have any employees or an employee pension fund and that there were therefore no notification obligations in respect of those persons listed in minute 8.1.3 and 8.1.4.
- 8.3 The Chairman further reported that the Company had only two Directors, all of whom would be required to sign the Application and there would therefore be no other Directors to whom a copy of the Application must be sent.
- 8.4 In respect of creditors, it was noted that the Company had no trade and inter-group creditors and had considered the possible existence of any contingent or prospective creditors. The Directors noted that the Company's parent company, Phoenix IT Group PLC had, in settling its affairs, obtained the consent of The Royal Bank of Scotland PLC to the Reorganisation. It was noted that the directors had no reason to believe that the Company had any other contingent or prospective creditors (save as aforesaid) and that therefore it was not proposed that any notifications be made in respect of those persons listed in minute 8.1.2 above.

9. FILING

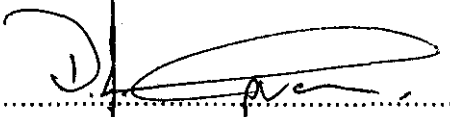


9.1 The Company Secretary be instructed to file the Application with the Registrar, together with the requisite fee of £10.

9.2 **IT WAS RESOLVED** that the Company Secretary be instructed to deliver copies of the Application to the members of the Company.

10. **CLOSURE**

There being no further business, the Chairman declared the meeting closed.


.....
Chairman

