Company Number 02714911

PRIVATE COMPANY LIMITED BY SHARES

DIRECTORS' STATEMENT IN RELATION TO

THE SOLVENCY STATEMENT OF THE DIRECTORS OF SHL SYSTEMHOUSE EUROPE LIMITED (the "Company")

made on 20 MAY 2015

We, the directors named below (being all the directors of the Company as at the date of this statement), hereby confirm, for the purposes of section 644(5) of the Companies Act 2006 (the "Act") that:

1 the solvency statement of the directors of the Company dated 20 May 2015 (the "Solvency Statement"), a copy of which is attached to this statement at appendix 1, was made not more than 15 days before 20 May 2015, the date on which the special resolution relating to the reduction of the Company's share capital, a copy of which is attached to this statement at appendix 2, was passed; and

2 a copy of the Solvency Statement was provided to the sole member of the Company in accordance with section 642(2) of the Act

Signed

Juzer Shaikhali

[Signature]

Date 20 MAY 2015

Tara Trower

[Signature]

Date 20 MAY 2015
Company Number 02714911

SHL SYSTEMHOUSE EUROPE LIMITED (the “Company”)

PRIVATE COMPANY LIMITED BY SHARES

SOLVENCY STATEMENT

made on 20 MAY 2015

for the purposes of section 642 of the Companies Act 2006

We, the directors named below (being all the directors of the Company as at the date of this statement), having taken account of all of the Company’s liabilities (including any contingent or prospective liabilities), have formed the opinion that:

1 as regards the Company’s situation as at the date of this statement, there is no ground on which the Company could be found unable to pay (or otherwise discharge) its debts, and

2 where winding up of the Company is commenced within twelve months of the date of this statement, the Company will be able to pay (or otherwise discharge) its debts in full within twelve months of the commencement of such winding up of the Company.

Signed:

Juzer Shaikhali

Date 20 MAY 2015

Tara Trower

Date 20 MAY 2015
Company Number 02714911

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

SHL SYSTEMHOUSE EUROPE LIMITED (the “Company”)

Circulation Date: 20 MAY 2015 (“Circulation Date”)

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 (the “Resolution”).

SPECIAL RESOLUTION

1 That the share capital of the Company be reduced in accordance with section 641 of the Companies Act 2006 from GBP £91,442,704 to GBP £1,000 by cancelling and extinguishing 91,441,704 ordinary shares of GBP £1 each registered in the name of E D S International Limited, and

2 that the share premium account of the Company which stands at GBP £5,514,237 be and is hereby cancelled,

(together the “Reduction of Capital”)

3 That the directors of the Company be and are hereby authorised on behalf of the Company to sign and/or dispatch any documents or notices and to do all other acts or things as may be necessary to give effect to the Reduction of Capital or which might otherwise be desirable in connection therewith.

AGREEMENT

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

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date, hereby agrees to the Resolutions

Signature: 

Print name: Juzer Shaikhali

Director duly authorised for and on behalf of E.D.S International Limited

Date: 20 MAY 2015
NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document and returning it to the Company by one of the following methods:

1.1.1 by e-mail by sending a scanned copy of the signed and dated Resolution to jennefer.francis@hp.com, or

1.1.2 by hand: by delivering the signed and dated Resolution to Cain Road, Amen Corner, Bracknell, Berkshire, RG12 1HN, marked "For the attention of Jennefer Francis; or

1.1.3 by post: by returning the signed and dated Resolution by post to Cain Road, Amen Corner, Bracknell, Berkshire, RG12 1HN, marked "For the attention of Jennefer Francis"

2 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.

3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.