

WE HEREBY CERTIFY THAT THIS IS A TRUE AND CORRECT COPY OF THE ORIGINAL DATED THIS 01 DAY OF April 2010

Company Number: 01428210

Wragge & Co LLP
WRAGGE & CO LLP

THE COMPANIES ACT 2006

BIRMINGHAM, B3 2AS

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

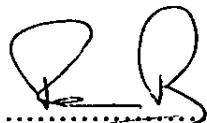
SPECIALIST COMPUTER CENTRES PLC (the "Company")


Circulation Date: 29 March 2010

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being the sole eligible members of the Company, irrevocably agree that the Resolution below be passed as a special resolution:

SPECIAL RESOLUTION

- 1 That the Company be and is hereby authorised to enter into the proposed acquisition of the business and undertaking of Prime Properties Developments Limited ("PPL"), on the terms set out in the draft Business Transfer Agreement attached to this resolution, notwithstanding that an indirect conflict of interests has arisen by virtue of Sir Peter Rigby and James Peter Rigby, directors of the Company, also being directors of PPL, the proposed seller.

Signature: 

Signature: 

For and on behalf of

Sir Peter Rigby

SCH Corporate Services Limited

Date of Signature: 31/03/10

Date of Signature: 31/03/10

Print Name: Sir Peter Rigby

Legal01#16248556v1[CXT1]

WEDNESDAY



A10 07/04/2010 593
COMPANIES HOUSE

1 If you agree to the above resolution please indicate your agreement by signing and dating this document where indicated and returning it to the Company not later than 11.59 p.m. London time on 26 April 2010 using one of the following methods:

1.1 **By Hand:** deliver it by hand to Peter Whitfield at James House, Warwick Road, Birmingham B11 2LE;

1.2 **By Post:** send it by post to Peter Whitfield at James House, Warwick Road, Birmingham B11 2LE;

1.3 **By Fax:** fax it to 0121 766 2813 marked for the attention of Peter Whitfield; or

1.4 **By Email:** email a scanned copy to Peter.Whitfield@sch-group.co.uk marked for the attention of Peter Whitfield; please enter "Written Resolution Circulation Date 29 March 2010" in the subject line.

If the Company has not received sufficient agreement by that date, the resolution will lapse.

2 Once you have indicated your agreement to the resolution, you may not revoke that agreement.

3 If you do not agree to the resolution, you need not do anything. If no response is received from you as indicated above, you will be counted as withholding your agreement to the resolution.

4 If this document is signed or otherwise approved by an attorney or other representative on behalf of a member, please provide a solicitor's certified copy of the relevant power of attorney or other authority to sign when indicating your agreement to the above resolution, otherwise you may not be counted as agreeing to it.

WE HEREBY CERTIFY THAT THIS IS A TRUE
AND CORRECT COPY OF THE ORIGINAL
DATED THIS 01 DAY OF April 2010

Company Number: 01428210

Wragge & Co LLP
WRAGGE & CO LLP

THE COMPANIES ACT 2006

BIRMINGHAM, B3 2AS

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

SPECIALIST COMPUTER CENTRES PLC (the "Company")

Circulation Date: 30 March 2010

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being the sole eligible members of the Company, irrevocably agree that the Resolution below be passed as a special resolution:

SPECIAL RESOLUTION

- 1 That the Company be and is hereby authorised to enter into the proposed acquisition of the business and undertaking of Specialist Computer Centres Denmark Limited ("SCCD"), on the terms set out in the draft Business Transfer Agreement attached to this resolution, notwithstanding that an indirect conflict of interests has arisen by virtue of Sir Peter Rigby, Patricia Ann Rigby and James Peter Rigby, directors of the Company, also being directors of SCCD, the proposed seller.

Signature:  Signature: 

For and on behalf of

Sir Peter Rigby

SCH Corporate Services Limited

Date of Signature: 31/03/10 Date of Signature: 31/03/10

Print Name: Sir Peter Rigby

1 If you agree to the above resolution please indicate your agreement by signing and dating this document where indicated and returning it to the Company not later than 11.59 p.m. London time on 27 April 2010 using one of the following methods:

1.1 **By Hand:** deliver it by hand to Peter Whitfield at James House, Warwick Road, Birmingham B11 2LE;

1.2 **By Post:** send it by post to Peter Whitfield at James House, Warwick Road, Birmingham B11 2LE;

1.3 **By Fax:** fax it to 0121 766 2813 marked for the attention of Peter Whitfield; or

1.4 **By Email:** email a scanned copy to Peter.Whitfield@sch-group.co.uk marked for the attention of Peter Whitfield; please enter "Written Resolution Circulation Date 30 March 2010" in the subject line.

If the Company has not received sufficient agreement by that date, the resolution will lapse.

2 Once you have indicated your agreement to the resolution, you may not revoke that agreement.

3 If you do not agree to the resolution, you need not do anything. If no response is received from you as indicated above, you will be counted as withholding your agreement to the resolution.

4 If this document is signed or otherwise approved by an attorney or other representative on behalf of a member, please provide a solicitor's certified copy of the relevant power of attorney or other authority to sign when indicating your agreement to the above resolution, otherwise you may not be counted as agreeing to it.