

THE COMPANIES ACTS 1985-1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
J.M. COMPUTING LIMITED (the "Company")

We, being all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company **UNANIMOUSLY PASS** the following resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended)

SPECIAL RESOLUTIONS

- 1 "That the giving of financial assistance (within the meaning of section 151 of the Companies Act 1985 (the "Act") by the Company for the purpose of financing the buy back of 30,000 B ordinary shares by the Company's ultimate holding company, JMC IT Group Limited (company number 04667713) (the "Holding Company") from Paul Denis Tobin and George Allan Buchan, taking the form and having the principal terms described in the statutory declaration in form 155(6)a of today's date (a copy of which has been supplied to each member of the Company together with the auditors' report required to be annexed to it by section 156(4) of the Act) in the form required by section 155(6) of the Act and complying with section 156 of the Act be and is approved for the purpose of section 155(4) of the Act "

- 2 "That the following security continue in full force and effect
 - 2 1 an omnibus guarantee and set-off agreement dated 19 December 2006 entered into by the Company on account of (inter alia) the liabilities and obligations owed to Lloyds TSB Bank plc (the "**Bank**") by the Holding Company, JMC Group Limited and JMC IT Holdings Limited, and

 - 2 2 a debenture dated 19 December 2006 executed by the Company in favour of the Bank,

(and all as more particularly described in the attached statutory declaration), be and is hereby approved"

- 3 "That the execution delivery and performance of an intra group funding agreement between the Holding Company (as borrower) and JMC Group Limited, JMC IT Holdings Limited and the Company (as lenders) be and is hereby approved"



Signed

A handwritten signature in black ink, appearing to be 'R. Raymond', written over a horizontal line.

Dated 24/7/07

Duly authorised for and on behalf of JMC IT Holdings Limited