

Company number 03346768

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

5 STAR COMPUTER SYSTEMS LIMITED (the *Company*)

MONDAY



22 October 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 we being the sole eligible member of the Company propose that:

- resolution 1 below is passed as an ordinary resolution (the *Ordinary Resolution*);
- resolution 2 below is passed as a special resolution (the *First Special Resolution*); and
- resolution 3 below is passed as a special resolution (the *Second Special Resolution*);
- resolution 4 below is passed as a special resolution (the *Third Special Resolution*)

and such resolutions (resolutions 2, 3 and 4 together, the *Special Resolutions*) (the Ordinary Resolution and the Special Resolutions together, the *Resolutions*) shall be as valid and effectual as if they had been passed at a general meeting of the Company duly convened and held.

#### FIRST ORDINARY RESOLUTION

THAT matters may be authorised by the directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006.

#### FIRST SPECIAL RESOLUTION

THAT the interests declared by each of the Directors of the Company for the purposes of section 175 of the Companies Act 2006 (the *Act*), and any direct or indirect interest arising from such directorships and other situations disclosed in the attached declarations of interests which conflict or possibly may conflict with the Company's interests be and are hereby authorised in accordance with section 180(4)(a) of the Act, and any breach of duty under section 175 of the Act in relation to such interests be and is hereby ratified, in accordance with section 239 of the Act.

We note that the directors of certain subsidiary undertakings of the Company (the *Subsidiaries*) have also made declarations of interests (the *Group Specific*

**Conflicts**) which conflict or possibly may conflict with the interests of those Subsidiaries for the purposes of section 175 of the Act. We further note that pursuant to section 175(6)(a) of the Act, the authorisation of the Group Specific Conflicts by the directors of the relevant Subsidiaries is in some cases not possible as a quorum at the approving board meeting cannot be achieved without counting the director or directors in question or any other interested directors, and the matter cannot be agreed to without their voting or without counting their votes.

Certain of the Subsidiaries have received advice to the effect that in order for the Group Specific Conflicts to be authorised, the shareholder(s) of the Company, as the ultimate shareholder(s) of the group, should authorise the Group Specific Conflicts at each level of the group's corporate chain and that the shareholder(s) of each subsidiary company of the Company should then in turn authorise the Group Specific Conflicts of each relevant subsidiary company. Accordingly, we resolve:

### SECOND SPECIAL RESOLUTION

THAT any of the Group Specific Conflicts which conflicts or possibly may conflict with the interests of any subsidiary undertaking of the Company be and is hereby authorised and ratified in accordance with section 180(4)(a) and section 239 of the Act, any breach of duty which has arisen or may arise from any such conflict be and is hereby ratified, AND THAT the board of directors of the Company be authorised to: (a) pass any required shareholder resolutions of the Company's subsidiary companies (if applicable); and (b) authorise the boards of directors of such subsidiary companies to pass shareholder resolutions of their own subsidiary companies (and so on down the group corporate chain), in each case until the members of each Subsidiary have: (i) authorised any of the Group Specific Conflicts which conflicts or possibly may conflict with the interests of that Subsidiary; (ii) ratified any breach of duty which has arisen or may arise from any such conflict; and (iii) adopted new articles of association.

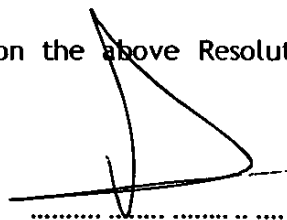
### THIRD SPECIAL RESOLUTION

THAT the regulations (in the form of the print attached to this written resolution at Annex A) be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.

The undersigned, a person entitled to vote on the above Resolutions, hereby irrevocably agrees to the resolution:

SIGNED for and on behalf of

Iris Enterprise Software Limited



.....

Date

22 October 2009

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.

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

3. Unless, by 13 November 2009, [28 days after circulation date], sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

4. 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.

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

Articles of Association

of

5 STAR COMPUTER SYSTEMS LIMITED

PRELIMINARY

- 1 Regulations 2, 3, 24, 64, 84, 94 and 99 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

- 2 The initial share capital of the Company is £1,000 divided into 1,000 shares of £1 00 each.
- 3 The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares
- 4
  - (a) After the initial allotment of shares by the Directors any further shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the

terms on which they are offered to the members. In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall be excluded from applying to the Company.

- (b) Subject to paragraph (a) of this Article the Directors are authorised in accordance with Section 80 of the Act to exercise any power of the Company (and in particular the power contained in Article 3 of these regulations) to allot and grant rights to subscribe for Or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company and may do so at any time before the date of the fifth anniversary of such incorporation and this authority shall expire on that date except that the Directors may allot shares thereafter in pursuance of any agreement or offer to allot made before that date This authority may be revoked, varied or renewed (but not for more than five years at a time) by an Ordinary Resolution.

- 5 Subject to the provisions of Chapter VII of Part V of the Act any Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

#### **TRANSFER OF SHARES**

- 6 Any share may be transferred by a member to his or her spouse or lineal descendant and any shares of a deceased member may be transferred to any such relation as aforesaid of the deceased member Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share.

#### **VOTES OF MEMBERS**

- 7 Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

#### **DIRECTORS' APPOINTMENTS AND INTERESTS**

- 8 Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the company
- 9 For the purposes of section 175 of the Companies Act 2006, the directors may authorise any matter proposed to them in accordance with these articles which would, if not so authorised, involve a breach of duty by a director under that section, including, without limitation, any matter which relates to a situation in which a director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the company Any such authorisation will be effective only if.

- (a) any requirement as to quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and
- (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

The directors may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions they expressly impose but such authorisation is otherwise given to the fullest extent permitted. The directors may vary or terminate any such authorisation at any time.

For the purposes of the articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

- 10 Provided that he has disclosed to the directors the nature and extent of his interest (unless the circumstances referred to in section 177(5) or section 177(6) of the Companies Act 2006 apply, in which case no such disclosure is required) a director notwithstanding his office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise (directly or indirectly) interested;
  - (b) may act by himself or his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director, and
  - (c) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate:
    - (i) in which the company is (directly or indirectly) interested as shareholder or otherwise; or
    - (ii) which is the parent undertaking of the company or a subsidiary undertaking of any parent undertaking of the company, or
    - (iii) with which he has such a relationship at the request or direction of the company or any parent undertaking of the company or a subsidiary undertaking of any parent undertaking of the company.
- 11 A director shall not, by reason of his office, be accountable to the company for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate
- (a) the acceptance, entry into or existence of which has been approved by the directors pursuant to article 9 (subject, in any such case, to any limits or conditions to which such approval was subject), or
  - (b) which he is permitted to hold or enter into by virtue of paragraph (a), (b) or (c) of article 10,

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Companies Act 2006.

- 12 Any disclosure required by article 10 may be made at a meeting of the directors, by notice in writing or by general notice or otherwise in accordance with section 177 of the Companies Act 2006.
- 13 A director shall be under no duty to the company with respect to any information which he obtains or has obtained otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this article applies only if the existence of that relationship has been approved by the directors pursuant to article 9. In particular, the director shall not be in breach of the general duties he owes to the company by virtue of sections 171 to 177 of the Companies Act 2006 because he fails:
  - (a) to disclose any such information to the directors or to any director or other officer or employee of the company, and/or
  - (b) to use or apply any such information in performing his duties as a director of the company.
- 14 Where the existence of a director's relationship with another person has been approved by the directors pursuant to article 9 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the company by virtue of sections 171 to 177 of the Companies Act 2006 because he:
  - (a) absents himself from meetings of the directors at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise, and/or
  - (b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the company and/or for such documents and information to be received and read by a professional adviser,for so long as he reasonably believes such conflict of interest or possible conflict of interest subsists
- 15 The provisions of articles 13 and 14 are without prejudice to any equitable principle or rule of law which may excuse the director from
  - (a) disclosing information, in circumstances where disclosure would otherwise be required under these articles; or
  - (b) attending meetings or discussions or receiving documents and information as referred to in article 14, in circumstances where such attendance or receiving such documents and information would otherwise be required under these articles.

## DIRECTORS

- 16 A Director who has disclosed his interest and the interest of any person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company) connected with the Director and, in the case of an alternate director, any interest of his appointor, in accordance with Regulation 85 of Table A and Section 317 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum is present at any meeting at which such contract or proposed contract or arrangement is being considered.
- 17 Any Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine
- 18 Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company
- 19 The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age
- 20 The office of a Director shall be vacated:
  - (1) In any or the circumstances specified in article 81 of Table A (any resignation of office building in writing); or
  - (2) If he is removed from office by a resolution duly passed under Section 303 of the Act

## MANAGING DIRECTORS AND MANAGERS

- 21 The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms (as to remuneration and otherwise) as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable, to him by reason thereof, shall be automatically terminated if he cease from any cause to be a Director.

## SECRETARY

- 22 Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.



### NOTICES

- 23 Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them, and shall also be given to the directors and the auditors.

### FIRST DIRECTORS

- 24 The number of Directors shall not be more than ten but the Company in General Meeting may reduce or increase this limit. The first Director shall be WILDMAN & BATTELL LIMITED.

### FIRST SECRETARY

- 25 The first Secretary of the Company shall be SAME-DAY COMPANY SERVICES LIMITED

1/10/88

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017924

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

Memorandum of Association

of

017924 of £20

5 STAR COMPUTER SYSTEMS LIMITED

- 1 The name of the Company is "5 STAR COMPUTER SYSTEMS LIMITED"
- 2 The Registered Office of the Company will be situate in England
- 3 The objects for which the Company is established are -
  - (a) To carry on business as a general commercial company, to carry on business as computer programmers and operators, computers and calculators and to make calculations and carry out programming for machine tools and Drawing Office work for general engineering, commercial, financial, scientific or any other purpose whatsoever and to prepare and collate statistics of all kinds and to act as consultants and advisers on any matters connected with computing electronic computers, adding, calculating or tabulating machines and as a commercial and scientific computer systems consultancy, and to supply the service of skilled programmers and operators, and to deal in and supply and to provide computer service and time hire bureau facilities, data preparation, data transmission, standby manning, information banks staff selection and staff organisation advisory services including structure development and salary structures, and to purchase, sell, hire or otherwise deal in electronic computers, calculating and tabulating machines and any other machines and all business organisation systems and allied equipment
  - (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property
  - (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever movable or immovable, or any interest in such property, and to sell, lease let on hire, develop such property, or otherwise turn the same to the advantage of the Company
  - (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company
  - (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
  - (f) To invest and deal with the monies of the Company in such shares or upon such securities or otherwise in such manner as from time to time may be determined

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WILDMAN & BATTELL LTD  
BRIDGE HOUSE  
181 QUEEN VICTORIA STREET  
LONDON EC4V 4DD  
TEL: 0171-248-2387

- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint venture agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit
- (j) To lend money to customers, associates and others whether incorporated or not and to guarantee the observance and performance of obligations and contracts by customers and others
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way
- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company

4 The liability of the members is limited

5 The share capital of the Company is £1,000 divided into 1,000 shares of £1 00 each

## **Iris Software Group Limited**

### **Summary of Potential Conflicts of Interest**

We have set out below the detail of certain ownership interests and appointments relating to Hellman & Friedman's investment activities, the investment activities of our former employers, and certain personal interests. It is not expected that any of these arrangements has or will lead to a material conflict of interests between either of us and Iris Software Group Limited.

#### **Hellman & Friedman appointments**

- Memberships, directorships and employment relationships with certain Hellman & Friedman group entities including the following:
  - Stephen Duckett is a member of Hellman & Friedman LLP, a limited partner in Hellman & Friedman, L.P., [a member of Hellman & Friedman LLC], and a director of Hellman & Friedman Europe Limited, each of which is an indirect affiliate of the fund which has invested in ISGL.
  - Luca Velussi is an employee of Hellman & Friedman LLP and a director of Hellman & Friedman Europe Limited, each of which is an indirect affiliate of the fund which has invested in ISGL.
- Mr Duckett is also a shareholder or member of a number of internal Hellman & Friedman structuring entities, the details of which are not being disclosed as they are immaterial to the nature and extent of the potential conflict of interest.

#### **General investment-related**

- Membership of other Hellman & Friedman portfolio company boards as follows
  - SSP Holdings plc (Stephen Duckett) (insurance software); and
  - GazTransport & Technigaz SAS (Luca Velussi) (LNG carrier design)
- Material participation in co-investment, management fee and carried interest arrangements relating to interests in these and other Hellman & Friedman portfolio companies (including certain software-related investments, none of which is a direct competitor to ISGL), as follows
  - Interests of Stephen Duckett in Hellman & Friedman Capital Partners VI, L.P. and its affiliated funds.
  - Interests of Luca Velussi in Hellman & Friedman Capital Partners VI, L.P. and Hellman & Friedman Capital Partners V, L.P., and their respective affiliated funds.
- Material participation in co-investment and carried interest arrangements of former employers, as follows:
  - Interests of Stephen Duckett in Apax UK Fund V, Apax UK Fund VI and Apax Europe Fund IV.
  - Interests of Luca Velussi in Hicks Muse Tate & Furst funds as follows:
    - 21<sup>st</sup> Century Fund I
    - 21<sup>st</sup> Century GP Partners LP
    - 21<sup>st</sup> Century Group Coinvestors I, L.P.

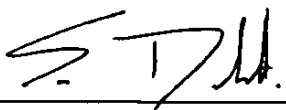
- HM 5-P Coinvestors, L.P.
- HM 5-P Coinvestors Cayman, L.P.
- HMS Class B Partners, L.P.
- HMS Class B Partners Cayman, L.P.
- HMEU 1 EN Coinvestors, L.P.
- HMEU Partners I, L.P.
- HMEU Partners I-C, L.P.
- Hicks, Muse Latin America & Co, L.P.
- Hicks, Muse Latin America & Co Cayman, L.P.
- HMLA2 Class B Partners, L.P.
- HMLA2 Class B Partners Cayman, L.P.
- HM4/GP Partners, L.P.
- HM4/GP PARTNERS CAYMAN, L.P.
- HM4/GP (1999) PARTNERS, L.P.
- HM4/GP PARTNERS PAN AMERICA, L.P.

**ISGL Investment-related**

- Material participation in co-investment, management fee and earned interest arrangements arising from Hellman & Friedman's interests in ISGL and Odyssey Opportunities 17 SarL (the owner of the whole of Software Bidco's issued second lien debt)
- Membership of the boards of certain ISGL group companies (as detailed in Annex A)

**Other**

- Stephen Duckett is a trustee of the Venture Partnership Foundation.
- Luca Velussi is an investor in and VipRede Telecomunicacoes Ltda, an internet service provider operating in state of Espirito Santo in Brazil as well as certain related entities



Stephen Duckett



Luca Velussi

*Dated 22 October 2009*

**ANNEX A**  
**Iris Software Group Limited**  
**Directorships**

<b>Company</b>	<b>Stephen Duckett</b>	<b>Luca Velussi</b>
Accounts Office Online Limited		✓
Advatech Computer Systems Limited		✓
AIM Group Holdings Limited		✓
AIM Holdings Limited		✓
AIM Professional Systems Limited		✓
Alphalaw Limited		✓
Alveston Holdings Limited		✓
Applied Computer Expertise Limited		✓
Blue Minerva Limited		✓
Care Business Solutions Limited		✓
CharitySoftware Limited		✓
Chorus Application Software Limited		✓
Computer Software Group Limited		✓
Computer Software Limited		✓
Consensus Information Technology Limited		✓
Drummohr Technology Limited		✓
Fast Corporate Services		✓
Fast ITCA Limited		✓
Fast Limited		✓
Guildford Acquisitionco Limited		✓
Guildford Equityco Limited		✓
Guildford Guaranteeco Limited		✓
Guildford Midco 1 Limited		✓
Guildford Midco 2 Limited		✓
Integra Computer Systems Limited		✓
Intex (Radiographic) Limited		✓
Iris Accounts Limited		✓
Iris Business Software Limited		✓
Iris Business Solutions Limited		✓
Iris Enterprise Software Limited		✓
Iris Financials Limited		✓
Iris Group Limited		✓
Iris Holdings Limited		✓
Iris Legal (Grantham) Limited		✓
Iris Payroll Software Limited		✓
Iris Payroll Solutions Limited		✓
Iris Resourcing Limited		✓
Iris Software Limited		✓
Iris Software Group Limited	✓	✓
Iris Solutions Limited		✓
JBS Computer Services Limited		✓
Laserform International Limited		✓
Lawwwdiary Limited		✓
LFM Partnership Solutions Limited		✓
Management Support Systems Limited		✓
Mendian Law Limited		✓
Pinnacle Computer Systems Limited		✓
Professional Tax Practice Limited		✓
Prolog Systems Limited		✓

PTP Software Development Limited		✓
PTP Software Limited		✓
Sharpowl Software International Limited		✓
Software (Holdco 1) Limited	✓	✓
Software (Holdco 2) Limited	✓	✓
Software (Holdco 3) Limited	✓	✓
Systems Team Limited		✓
Teamflo Limited		✓
Teamflow Limited		✓
Transoft Group Limited		✓
Transoft Limited		✓
TS com Limited		✓
Videss Limited		✓

Martin Leuw

Pro forma Declaration of Interests

In order to assist you in complying with sections 175, 177 and 182 of Companies Act 2006 please list any existing interests in the declaration form below and return to the Group Counsel (Martin Hobbs).

Part 1 - Direct or indirect interests which conflict or possibly may conflict with the interests of any IRIS group companies of which you are a director

Name of entity	Nature and extent of conflict/possible conflict (e.g. yours or connected persons' directorship/shareholdings etc)
<del>None</del>	
Please see attached.	

Part 2 - Directorships and other relevant situations not listed in Part 1

Name of entity	Nature and extent of Interest (position e.g. yours or connected persons' directorship/shareholdings etc)
<del>None</del> Please see attached.	

Part 3 - Direct or indirect interests in existing transactions or arrangements

Existing or proposed transaction or arrangement with the Company	Nature and extent of Interest (position e.g. yours or connected persons' directorship/shareholding etc)
None	

I acknowledge that as at the date entered below, the above interests exist and that I will inform General Counsel in the event that there is any change in my circumstances which mean that the declarations above become inaccurate or incomplete.



I also acknowledge that it is my duty to avoid a situation that could conflict with the interests of the companies of which I am a director. Should I become aware of any additional interest(s) that may possibly conflict with the company/companies of which I am a director, I will disclose that interest or interests and seek prior authorisation from my fellow directors.

Signed  .....

Print Name MARTIN LEUW .....

Date 22 OCTOBER ..... 2009

Name of entity	Nature and extent of conflict/possible conflict (e.g. yours or connected persons' directorship/shareholdings etc)
5 Star Computer Systems Limited	Director
Accounts Office Online Limited	Director
Advatech Computer Systems Limited	Director
AIM Group Holdings Limited	Director
AIM Holdings Limited	Director
AIM Professional Systems Limited	Director
Alphalaw Limited	Director
Alveston Holdings Limited	Director
Applied Computer Expertise Limited	Director
ATW Information Technology Systems Limited	Director
Blue Minerva Limited	Director
Care Business Solutions Limited	Director
ChantySoftware Limited	Director
Chorus Application Software Limited	Director
Computer Software Group Limited	Director
Computer Software Limited	Director
Consensus Information Technology Limited	Director
Drummohr Technology Limited	Director
Fast Corporate Services	Director
Fast ITCA Limited	Director
Fast Limited	Director
Formation Software Limited	Director
GB Systems Limited	Director
Guildford Acquisitionco Limited	Director
Guildford Equityco Limited	Director
Guildford Guaranteeco Limited	Director
Guildford Midco 1 Limited	Director
Guildford Midco 2 Limited	Director
Integra Computer Systems Limited	Director
Intex (Radiographic) Limited	Director
Ins Accounts Limited	Director
Ins Business Software Limited	Director
Ins Business Solutions Limited	Director
Ins Enterprise Software Limited	Director
Ins Financials Limited	Director
Ins Group Limited	Director
Ins Holdings Limited	Director
Ins Legal (Grantham) Limited	Director
Ins Lending Limited	Director
Ins Payroll Software Limited	Director
Ins Payroll Solutions Limited	Director
Ins Resourcing Limited	Director
Ins Software Limited	Director
Iris Software Group Limited	Director
Ins Solutions Limited	Director
JBS Computer Services Limited	Director
Laserform International Limited	Director
Lawwwdiary Limited	Director

LFM Partnership Solutions Limited	Director
Management Support Systems Limited	Director
Meridian Law Limited	Director
Minerva Computer Systems Limited	Director
Opsis Limited	Director
Opsis Practice Management Limited	Director
Penfold Heath Media Limited	Director
Pinnacle Computer Systems Limited	Director
Professional Tax Practice Limited	Director
Prolog Systems Limited	Director
PTP Software Development Limited	Director
PTP Software Limited	Director
Sharpowl Software International Limited	Director
Software (Holdco 1) Limited	Director
Software (Holdco 2) Limited	Director and Shareholder Family Trust is a Shareholder
Software (Holdco 3) Limited	Director
Springstone Software Services Limited	Director
Systems Team Limited	Director
Teamflo Limited	Director
Teamflow Limited	Director
Transoft Group Limited	Director
Transoft Limited	Director
TS com Limited	Director
Videss Limited	Director

Neal Roberts

Pro forma Declaration of Interests

In order to assist you in complying with sections 175, 177 and 182 of Companies Act 2006 please list any existing interests in the declaration form below and return to the Group Counsel (Martin Hobbs).

Part 1 - Direct or indirect interests which conflict or possibly may conflict with the interests of any IRIS group companies of which you are a director

Name of entity	Nature and extent of conflict/possible conflict (e.g. yours or connected persons' directorship/shareholdings etc)
<i>None</i> Please see attached	

Part 2 - Directorships and other relevant situations not listed in Part 1

Name of entity	Nature and extent of Interest (position e.g. yours or connected persons' directorship/shareholdings etc)
<i>None</i> Please see attached	

Part 3 - Direct or indirect interests in existing transactions or arrangements

Existing or proposed transaction or arrangement with the Company	Nature and extent of Interest (position e.g. yours or connected persons' directorship/shareholding etc)
<i>None</i>	

I acknowledge that as at the date entered below, the above interests exist and that I will inform General Counsel in the event that there is any change in my circumstances which mean that the declarations above become inaccurate or incomplete.

I also acknowledge that it is my duty to avoid a situation that could conflict with the interests of the companies of which I am a director. Should I become aware of any additional interest(s) that may possibly conflict with the company/companies of which I am a director, I will disclose that interest or interests and seek prior authorisation from my fellow directors

Signed  .....

Print Name NEAL ROBERTS .....

Date 22 OCTOBER ..... 2009

Name of entity	Nature and extent of conflict/possible conflict (e.g. yours or connected persons' directorship/shareholdings etc)
5 Star Computer Systems Limited	Director
Accounts Office Online Limited	Director
Advatech Computer Systems Limited	Director
AIM Group Holdings Limited	Director
AIM Holdings Limited	Director
AIM Professional Systems Limited	Director
Alphalaw Limited	Director
Alveston Holdings Limited	Director
Applied Computer Expertise Limited	Director
ATW Information Technology Systems Limited	Director
Blue Minerva Limited	Director
Care Business Solutions Limited	Director
ChantySoftware Limited	Director
Chorus Application Software Limited	Director
Computer Software Group Limited	Director
Computer Software Limited	Director
Consensus Information Technology Limited	Director
Drummohr Technology Limited	Director
Fast Corporate Services	Director
Fast ITCA Limited	Director
Fast Limited	Director
Formation Software Limited	Director
GB Systems Limited	Director
Guildford Acquisitionco Limited	Director
Guildford Equityco Limited	Director
Guildford Guaranteeco Limited	Director
Guildford Midco 1 Limited	Director
Guildford Midco 2 Limited	Director
Integra Computer Systems Limited	Director
Intex (Radiographic) Limited	Director
Ins Accounts Limited	Director
Ins Business Software Limited	Director
Ins Business Solutions Limited	Director
Ins Enterprise Software Limited	Director
Ins Financials Limited	Director
Ins Group Limited	Director
Ins Holdings Limited	Director
Ins Legal (Grantham) Limited	Director
Ins Lending Limited	Director
Iris Payroll Software Limited	Director
Iris Payroll Solutions Limited	Director
Ins Resourcing Limited	Director
Ins Software Limited	Director
Ins Software Group Limited	Director
Ins Solutions Limited	Director
JBS Computer Services Limited	Director
Laserform International Limited	Director
Lawwwdiary Limited	Director

LFM Partnership Solutions Limited	Director
Management Support Systems Limited	Director
Mendian Law Limited	Director
Minerva Computer Systems Limited	Director
Opsis Limited	Director
Opsis Practice Management Limited	Director
Penfold Heath Media Limited	Director
Pinnacle Computer Systems Limited	Director
Professional Tax Practice Limited	Director
Prolog Systems Limited	Director
PTP Software Development Limited	Director
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Teamflow Limited	Director
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Transoft Limited	Director
TS com Limited	Director
Videss Limited	Director