

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

-of-

CAUSEWAY TECHNOLOGIES LIMITED
(the "Company")

The following resolution was duly agreed to by the member(s) of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as a Special Resolution with effect from 11 June 2010

SPECIAL RESOLUTIONS

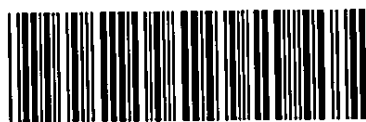
1. **THAT** the execution, delivery and performance by the Company of the following documents to which it is a party is in the best interests of the Company and be and are hereby approved -

- (a) a facility agreement between (1) Causeway Software Solutions Limited (2) and (3) the Company (as the Company and the Original Borrower (as each term is defined therein)), (4) the companies listed in part 1 of schedule 1 as Original Guarantors and (5) Barclays Bank PLC ("**Bank**"), pursuant to which the Company would be Obligors' Agent, Original Guarantor and Original Borrower and would guarantee (and grant indemnities in respect of) the performance and discharge of the obligations of each Obligor to the Finance Parties under the Finance Documents (the "**Facility Agreement**"),
- (b) a hedging letter between (1) the Company (as Obligors' Agent) and (2) the Bank (as Lender) pursuant to which the Company would be required to enter into interest rate hedging arrangements in respect of a certain proportion of the Facility (as set out therein),

together the "**Finance Documents**", and

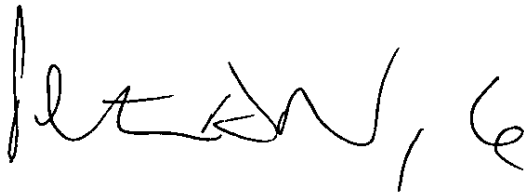
- (c) any other documents relating to, or connected with, the Finance Documents,

together (a), (b) and (c) being the "**Banking Documents**"



2. **THAT** the terms of and the transactions contemplated by the Banking Documents are for the commercial benefit of and in the best interests of the Company and are hereby approved
3. Terms defined in the Facilities Agreement shall have the same meaning when used herein, unless otherwise defined
4. This resolution shall have effect notwithstanding any provisions of the Company's Articles of Association

Date 11 June 2010

A handwritten signature in black ink, appearing to be 'J. K. N. G.', written over a horizontal line.

Director/Secretary