

COMPANY NO. 06229817

IRIS RESOURCING LIMITED

(the *Company*)

**WRITTEN MEMBERS' RESOLUTION**

In accordance with section 381A of the Companies Act 1985 (the *Act*), **WE**, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **CONFIRM** that we have been supplied with the statutory declarations dated on or about the date written below made in compliance with section 155(6) of the Act by the directors of the Company together with the auditors' statutory reports annexed thereto, and **AGREE** that the following resolutions shall have effect as if passed by the Company in a general meeting as special resolutions and accordingly **WE RESOLVE**

1 **THAT** the provision by the Company of financial assistance (within the meaning of sections 151 and 152 of the Act) for the acquisition of shares in Blue Minerva Limited by the giving of guarantees, indemnities and security and other forms of financial assistance more fully described in the statutory declarations executed by the directors of the Company on or about the date written below, be approved and authorised with immediate effect

2. **THAT** the provision by the Company of financial assistance (within the meaning of 151 and 152 of the Act) for the acquisition of shares in Blue Minerva Limited comprising the giving of guarantees, indemnities, security and other forms of financial assistance more fully described in the statutory declarations executed by the directors of the Company on or about the date written below and the provision of such financial assistance is in the best interests of the Company notwithstanding that the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Act

3 **THAT** the directors of the Company be and hereby are empowered, authorised and directed to execute the agreements as listed in Schedule 1 hereto (the *Agreements*) with such amendments as they may approve

4 **THAT** the terms of, the transactions contemplated by, and the execution, delivery and performance of, the Agreements be and are hereby approved.

For and on behalf of  
Iris Group Limited

\* ML

Date

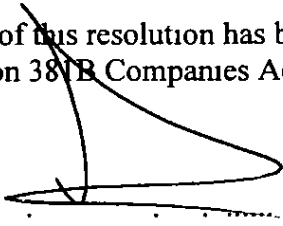
25 September 2007



**Notice to members**

A copy of this resolution has been sent to the Company's auditors, Deloitte, pursuant to section 381B Companies Act 1985

RML

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

Director/Secretary

We, being the auditors of the Company, confirm that we have received a copy of this resolution

Deloitte

Date

## SCHEDULE 1

### THE AGREEMENTS

- 1 An accession letter to a senior facilities agreement dated 3 July 2007 between, among others, Software (Bidco) Limited as original borrower and original guarantor, Citigroup Global Markets Limited and Credit Suisse as mandated lead arrangers, Citibank International PLC as agent and Citibank, N A. as security trustee and the financial institutions named therein as original lenders under which the Company will grant guarantees and indemnities to the Finance Parties,
- 2 An accession deed to an intercreditor agreement dated 3 July 2007 between, among others, Citibank International PLC as senior agent, the financial institutions named therein as senior lenders, Citibank, N A as security trustee, Software (Bidco) Limited and Software (Holdco 3) Limited under which the Company will become bound by the liabilities and obligations due, owing or incurred by any Secured Party,
- 3 A debenture between, among others, the Company and Citibank, N A as security trustee (the *Security Trustee*) under which the Company covenants with the Security Trustee that it will on demand discharge all obligations and liabilities, whether present or future, actual or contingent and whether incurred solely or jointly or in any other capacity,
- 4 An intercompany loan agreement between, among others, the Company and Software (Bidco) Limited under which certain monies may be advanced for general corporate purposes