

Company No: SC093413

The Companies Acts 1948 to 1976

and

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

passed as

WRITTEN RESOLUTIONS

of

CRIFFEL MICRO BUSINESS SYSTEMS LIMITED

(the "Company")

(Passed pursuant to section 381A of and Schedule 15A to the Companies Act 1985)

WE, the undersigned, being or representing all the members of the Company, HEREBY RESOLVE as follows (resolution numbered 6 to be passed as a special resolution):

#### RESOLUTIONS

1. THAT the Company, in good faith and for the purpose of carrying on its business, enter into the arrangements (the "**Transaction**") to be effected under or pursuant to the documents listed in the Appendix to these resolutions (the "**Documents**") and perform its obligations and exercise its rights in relation to the Transaction.
2. THAT the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Transaction and the performance of its obligations and the exercise of its rights in relation to the Transaction, including as regards approval and execution and delivery of the Documents and all related matters
3. THAT, subject to compliance with sections 155 158 of the Companies Act 1985, the Company enter into the Facilities Accession Letter (defined and set out at paragraph 4 below).
4. THAT the giving of financial assistance (as described in the attached statutory declaration(s) and auditors' report(s)) by the execution, delivery and performance by the Company of a deed of accession (the "**Facilities Accession Letter**") to a term and revolving credit facility agreement (the "**Facilities Agreement**") in the maximum principle amount of £130,000,000 dated 28 March 2007 entered into between (1) Phoenix IT Group Plc (as original borrower and original guarantor) (the "**Parent**") (2) The Royal Bank of Scotland plc (as

"Agent" and "Arranger") (3) and the Financial Institutions listed in schedule 1 to that agreement (as original lenders) (the "Lenders") as amended by a waiver letter dated 25 April 2007 from the Agent and the Arranger to Phoenix IT Group plc is approved.

5. THAT the Facilities Accession Letter be entered into between the Company as additional guarantor, the Parent and The Royal Bank of Scotland plc (as agent) for the purpose of reducing or discharging directly or indirectly in whole or in part liabilities incurred in connection with the previous acquisition of the whole issued share capital of the Company's holding company SERVO Computer Services Limited by the Parent.

#### SPECIAL RESOLUTION

6. THAT, the Company's articles of association be amended to exclude regulation 10 and that the existing regulation 84(2) of Table A in the first schedule of the Companies Act 1948 is deleted and substituted with the following.

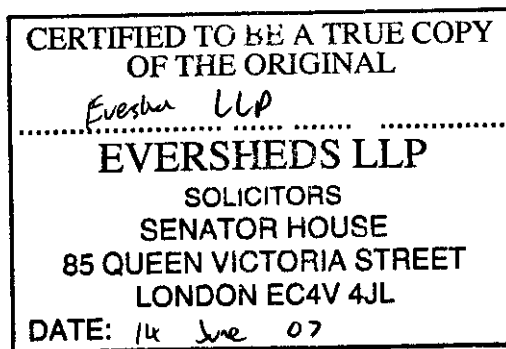
"Directors who have declared an interest in terms of regulation 84(1) shall be entitled to attend, vote at and count in the quorum constituting any meeting relating to such declared matters".

Dated: 08 June 2007

Name of Shareholder	Authorised Signatory	Date of Signature
SERVO Computer Services Limited		08 June 2007

Attachments Signed statutory declaration(s), auditors' report(s) and written resolutions

Copy. Auditors



## APPENDIX

- 1 The Facilities Accession Letter.
2. An overdraft facility agreement of up to £10,000,000 (the "**Overdraft Agreement**") to be entered into between the Lender, the Company and the Parent and to be used by the Company towards its general working capital requirements.
3. An unlimited intercompany composite guarantee to be entered into between inter alios, the Lender and the Company to guarantee inter alia the repayment of amounts owed by other members of the Group which are party to the Overdraft Agreement, including the Ancillary Facilities (as such term is defined in the Facilities Agreement)
4. A director's certificate signed by a director of the Company required to be delivered pursuant to Part II of Schedule 2 (Conditions Precedent) to the Facilities Agreement.