

Declaration of Trust

THIS DECLARATION OF TRUST is made the 19 day of JANUARY 1985
 by RESOLV COMPUTERS LTD whose registered
 office is situate at 38 Crosby Hill Drive, Camberley, Surrey
 (hereinafter called 'Principal Employer')

WHEREAS

A The Principal Employer desires to inaugurate a scheme (hereinafter called 'the Scheme') providing relevant benefits as defined in Section 26 (1) of the Finance Act 1970 in accordance with rules (hereinafter called 'the Rules') annexed hereto for and in respect of certain employees and directors (hereinafter called 'Members') of the Principal Employer and of any company or firm which is an Associated Employer as defined in the Rules (hereinafter called an 'Associated Employer').

B The Principal Employer has effected or is about to effect certain assurances (hereinafter called 'the Assurances') on the lives of Members for the purpose of providing the said benefits.

NOW IT IS HEREBY WITNESSED AND DECLARED as follows:

1 The Principal Employer hereby inaugurates under irrevocable trusts with effect from the 19 day of JANUARY 1985 the Scheme which shall be known as the 'RESOLV COMPUTERS LIMITED Retirement and Death Benefits Scheme'.

2 The Principal Employer hereby constitutes itself trustee (which expression shall mean the trustee or trustees for the time being of the Scheme) to hold the policy or policies providing the Assurances on trust for the purposes of the Scheme in accordance with this deed and the Rules.

3 The Trustee hereby undertakes and declares that it will pay or procure payment from the Principal Employer and any Associated Employer of the premiums payable from time to time under the Assurances.

4 The Administrator of the Scheme as required under the Chapter II of Part II of the Finance Act 1970 shall be the Trustee.

5 The power of appointing new or additional trustees of the Scheme shall be vested in the Principal Employer and the Principal Employer may by deed appoint individual trustees of the Scheme in place of itself remove any such individual trustee appoint a new trustee in place of any individual trustee who dies retires or is removed and appoint additional trustees provided always that there shall not at any time be less than two trustees unless a corporation is a trustee nor more than five trustees.

IN WITNESS WHEREOF these presents have been entered into the day and year first above written.

The **COMMON SEAL** of
RESOLV COMPUTERS LIMITED

was hereunto affixed in the presence of

& *[Signature]*

Director

[Signature]

Secretary

