

CODIFIED AGREEMENT SCHEDULE A14 RESTRICTED CONTRACTS

SCHEDULE A14- CONTRACTOR'S KEY PERSONNEL

1. PATHWAY BOARD

1.1. The Pathway board has been set up under the chairmanship of Sir Michael Butler with board representatives from ICL.

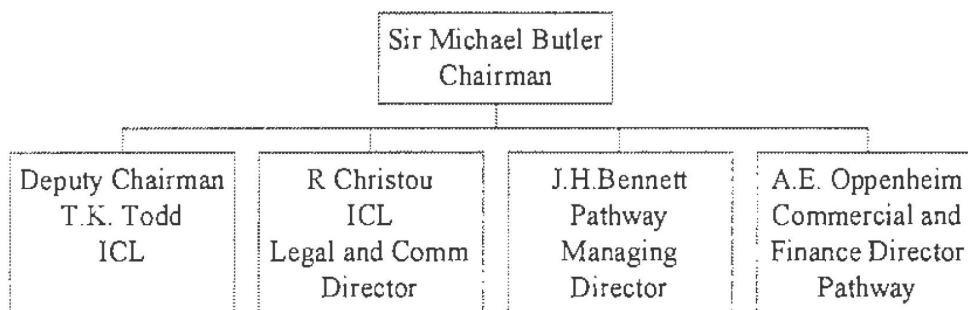
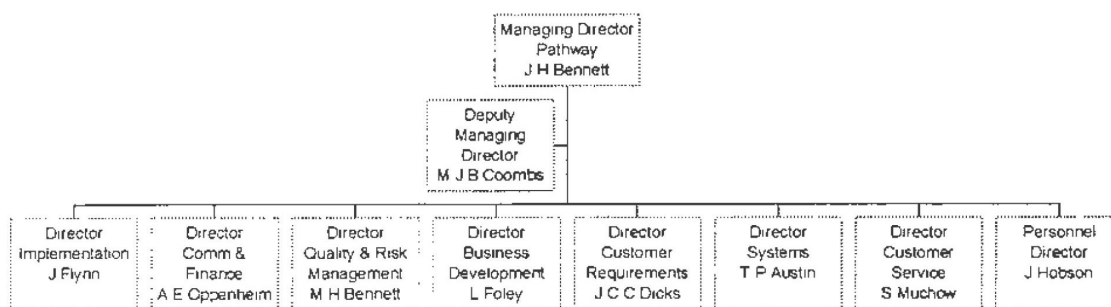


Fig 1 - The Pathway Board

2. PATHWAY MANAGEMENT TEAM

- 2.1. The Pathway team is in place. The management structure has been agreed and the positions filled. The structure of the team is as follows :

Fig. 2 - The Pathway Management Board



3. EXPERIENCE PROFILES AND RESPONSIBILITIES

3.1. Curriculum Vitae

Name: John H. Bennett

Role: Managing Director, Pathway

Age: GRO

Key Experience

1994-present: Managing Director, Pathway

1993-1994 Director Marketing Support and Communications, ICL (UK) Ltd. (65 staff and £8m promotion budget). Responsible for corporate communication, brand development, marketing services and international account development.

1989-1992 Sales and Marketing Director, ICL (UK) Ltd 150 marketing staff, 500 sales staff, £1 billion business. Responsible for all sales and marketing policies.

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1985- 1988 Regional Director, Central Sales Region,
ICL (UK)Ltd.550 staff, £165m revenue.

Career Summary

1994-present: Managing Director, Pathway

1993-1994 Director Marketing Support and
Communications, ICL (UK) Ltd

1989-1992 Sales and Marketing Director, ICL (UK) Ltd

1985-1988 Regional Director, Central Sales Region,
ICL (UK) Ltd

1983-1985 Account Manager DHSS, Central Sales Region,
ICL (UK) Ltd

1981-1983 Customer Service Regional Manager, ICL

1980-1981 Project Director Inland Revenue, ICL

Previous Career History

1977-1980 Regional Sales Manager, Civil Government,
ICL

1975-1977 Regional Sales Manager, Transport, ICL

1973-1975 Area Sales Manager, Local Government

Role

Direct Pathway's business supported by the Functions of
Commerce and Finance, Business Development, Risk
Management, Technical, Programmes and Customer Services.

Responsibilities

- Ensure success of Pathway's business plan.
- Grow Pathway's relationship with POCL.
- Ensure the fulfilment of the main contract.
- Establish strategic direction and vision supported by appropriate policy.
- Identify and promote the culture and values of the Organisation.

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- Provide leadership for Pathway and promote communication.
- Ensure and report the integrity of the business.
- Ensure the provisions of the SQM are observed.

3.2 CURRICULUM VITAE

Name: M.J.B. Coombs
Role: Deputy Managing Director, Pathway
Age: GRO

Key Experience

May 99- Present - Deputy Managing Director ICL Pathway

August 97 - April 99 ICL Pathway Programme Director

Accountable for all aspects of the Programme deliverables.

July 95 - July 97 - High Performance Systems (HPS)- Director, Business Development & Quality, also Director, Millenium Systems Server Group (MSSP). Accountable for Strategic Planning activities across HPS including input to ICL group on the HPS Strategic Plan, the quality community and quality initiatives across HPS, Change Programme introducing Project/Programme based approach to development activities, introduction of a UNIX strategy and associated Millenium Product Strategy.

May 94 - June 95 - DSS Strategic Bids, Bid Director

Accountable for: Establishing bid and consortium strategies for the following procurements: Focus 95, NIRS2, BA/POCL Automation.

Jan 93 - April 94 - GMS Business Applications Director

Jan 92 - Dec 93 - GMC Director of Business Development

Oct 69 - Dec 91 - worked in ICL in a variety of management roles including: Services and Support Management, Project Management (UKAEA, Inland Revenue, British Gas, GIN), Product Marketing and Software Development.

Responsibilities

- Deputising for the Managing Director for all aspects of ICL Pathway's activities

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- Establishing and managing the relationship between ICL Pathway and Fujitsu in the co-ordination of Fujitsu Group activities in delivering the Horizon programme.
- Managing the interface between ICL Pathway and ICL group to ensure resources are efficiently acquired and shared processes established and followed.

3.3 CURRICULUM VITAE

Name: Anthony E. Oppenheim
Role: Director Commercial and Finance, Pathway
Age:

Key Experience

1994-present Director Commercial and Finance, Pathway

1991-1994 Manager, Strategic Business Initiatives,
ICL

Focus on Mergers and Acquisitions, new business start-ups and disposals. Role involved full project management from concept to live operation.

1988-1991 VP of Finance, ICL Retail Systems

Period of 100% growth, focus on the acquisition and integration, and the development of the UK and US operations. Turnover increased from £150m per annum to £300m per annum.

1986-1988 VP of Finance, ICL Inc., USA

Predominantly retail business in early phase of expansion. Turnover of £40m per annum, now £150 million per annum.

1984-1986 Controller of Mainframes Systems

Mature business at a critical point of product transition from one generation to another. Focus on commercial 'smoothing' and product introduction. Turnover at transfer prices £250 million per annum.

Career Summary

1994-present Director Commercial Finance, Pathway

1991-1994 Manager, Strategic Business Initiatives,
ICL

1988-1991 VP of Finance, ICL Retail Systems

1986-1988 VP of Finance, ICL Inc., USA

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1984-1986 Controller of Mainframes Systems

1981-1984 Controller of Scotland and North East
Division, ICL

1981 Controller of Local Government and Public
Corporations Division, ICL

1978-1981 Manager, Profit Planning, ICL

Previous Career History

1976-1978 Manager, Product and Price analysis, Rank
Xerox

Role

Manage all Commercial, Legal and Financial aspects of
Pathway Business in support of the Managing Director
and all Pathway functions.

Responsibilities

- Manage all commercial, financial and legal activities
and the Functions resources.
- Own and manage the Client contract plus all
associated subcontracts.
- Ensure clients settle all accounts in accordance with
contractual terms and conditions.
- Ensure shareholders, subcontractors and staff are
paid in accordance with agreements.
- Ensure compliance with all applicable legislation.
- Produce Pathway statutory accounts.
- Produce Pathway's five year and one year business
plans and monitor performance against these and the
business case.
- Analyse internal and external socio-economic trends
of relevance to Pathway.
- Own and manage Functional subcontracts which are not
client related.
- Manage Risk with regard to the Commerce and Finance
Function.

3.4 CURRICULUM VITAE

Name: Martyn H. Bennett

Role : Director, Quality and Risk Management, Pathway

Age: GRO

Key Experience

1995-present Director, Quality and Risk Management, Pathway

1993-1995 Research and Development Manager, De La Rue PLC

20 staff and budget of £1 million. Establishment and management of a balance of short-term, low-risk and longer-term, high-risk projects resulting in new products and features, and the adoption of new manufacturing technologies. Responsible for ISO9001 new product development and introduction processes.

1990-1992 Senior Associate, Coopers & Lybrand Deloitte

Responsibility for generating business and managing and participating in Consultancy assignments. Involved in the development of technical strategy and improvement of organisational effectiveness of major multinationals.

1988-1990 Division Technical Manager, 3M United Kingdom PLC

Technical responsibility for multi-million pound business, including resource management, strategic planning, identifying business opportunities and liaison with corporate product development organisations and key account senior management.

1986-1988 Business Development Manager, Europe, 3M

Responsibility for establishing a new business in Europe, identifying and developing market opportunities and distributing, communicating and co-operating with US managers, developing joint development projects with systems integrators and OEMs, and devolving European subsidiary involvement.

Career Summary

1995-present Director, Quality and Risk Management,
Pathway
1993-1995 Research and Development Manager, De La Rue
PLC
1990-1992 Senior Associate, Coopers & Lybrand
Deloitte
1988-1990 Division Technical Manager, 3M United
Kingdom PLC
1986-1988 Business Development Manager, Europe, 3M

Previous Career History

1981-1986 Research Manager, Mars Confectionery, Mars
UK Ltd
1979-1980 Senior Design Engineer, Transducers (CEL)
Ltd
1977-1978 Senior Research Scientist, GEC Ltd

Role

To manage quality policy, assurance and processes.

Responsibilities

- Assuring that ICL Pathway conducts its business in as effective and efficient a manner as possible. This involves management of the process improvement cycle. Quality and Risk Management is the owner within ICL Pathway for the end to end Business Model and is involved in facilitation of process development, reviewing process performance and monitoring improvement activities.
- Assurance that ICL Pathway is providing and continues to provide what it is contracted to, by means of:
 - Auditing the system,
 - Applying quality assurance and escalation processes, including the Business Excellence Model and self-assessment,
 - Co-ordinating Disaster Recovery plans,
 - Defining security policy and providing security incident management and instigation,
 - Assuring that ICL Pathway minimises year 2000 risks and has adequate contingency plans against residual risk,
 - Investigating the requirement for specialist insurance e.g. theft, fraud.
- Providing specific services which require internal objectivity, for example:
 - Fraud Risk Management
 - System audit for the customer

3.5 CURRICULUM VITAE

Name : William M Foley
Role : Director, Business Development, Pathway
Age : GRO

Key Experience

1995-present Director, Business Development, Pathway

September 1994 - January 1995 Account Director - Japanese Companies [Fujitsu Systems Europe]
Responsible for building a profitable business with Japanese multinational companies in Europe

January 1994 - August 1994 Account Director, ICL Hong Kong
Responsible for developing and winning profitable major bids and to spearhead ICL's bid campaign to win the Provisional Airport Authority (Hong Kong) Major Systems Integration contract.

September 1991 - December 1993 Account Director - HIT (Hongkong International Terminals)
Responsible for increasing ICL's on-going revenue from ICL Asia's largest client, customer satisfaction and for maintaining on-going dialogue at top management level between HIT and ICL

May 1990 - September 1991 Sales Development Manager, ICL Asia
Responsible for ensuring ICL Asia achieved its sales targets and for the development of the sales force.

Career Summary

1995-present Director, Business Development, Pathway
1994 - 1995 Account Director - Japanese Companies [Fujitsu Systems Europe]
1994 - 1994 Account Director, ICL Hong Kong
1991 - 1993 Account Director - HIT (Hong Kong International Terminals)
1990 - 1991 Sales Development Manager, ICL Asia
1989 - 1990 Sales Development Manager, ICL Europe
1987 - 1988 Major Accounts Manager - ICL International
1985 - 1986 Manager - Management and Account Development Unit
1984 - 1985 Manager - Sales Management Programme
1982 - 1984 Sales Account Manager, ICL

1983 - 1984 Area Manager, ICL
1980 - 1981 Sales Consultant, ICL
1977 - 1980 Sales Executive, ICL

Role

Generate new business for POCL and Pathway by working with and through POCL.

Responsibilities

- Own and manage the Business Development Function and its resources including the development of Pathway's own business development strategy.
- Manage Client relationships on behalf of the Business Development Function.
- Build and sustain understanding of the Client's marketplace.
- Identify and orchestrate evaluation, impact assessment and prioritisation of new business opportunities, to POCL's and Pathway's joint commercial benefit, comprising:
 - New services to existing Clients
 - Existing services to new Clients
 - New services to new Clients
- Develop joint and prioritised business plan for exploiting business opportunities.
- Through joint marketing and selling, implement the business plan.
- In collaboration with the Director Commerce and Finance define service provision and negotiate and win contracts.
- Develop and manage Public Relations strategy (internal and external).
- Maintain responsibility for internal and external communications
- Chair the IT development committee responsible for prioritising the use of IT resources.
- Provide market research and analysis to other directorates.
- Manage performance of subcontracts to the Business Development Function, for example promotion campaigns, market research and collateral development.
- Manage Risk with regard to the Business Development Function.
- Develop & Manage International Business of ICL Pathway

3.6 CURRICULUM VITAE

Name : John C.C. Dicks

Role : Director Customer Requirements,
Pathway

Age : GRO

Key Experience

1995-present Director Customer Requirements,
Pathway

1993-1995 General Manager Enterprise Engineering
Responsible for the technology backbone of
advanced or demanding products and technologies
which act as a differentiator for ICL in the
systems integration arena.

1988-1993 Director, Applications Product Group
Responsible for principal generic software
applications. Built up ICL's office automation
product from small beginnings to 3rd world-wide,
by producing both European and Asian versions.
Produced the successful secure military version
for the Ministry of Defence (CHOTS) and was
responsible for the cross-company programme for
the total military product during the period up
to award of contract.

Career Summary

1995-present Director Technical, Pathway

1993-1995 General Manager Enterprise Engineering, ICL
Enterprises

1988-1993 Director, Applications Product Group, ICL
Midrange Systems Division

1988 General Manager Communications and
Integration Business, ICL Office Systems

1985-1988 General Manager Open Systems Business
Centre, ICL Network Systems Division

1983-1985 Manager, Mainframes and Wide Area
Networking, ICL Network and Communications Division

1982-1983 Manager Networked Product Line
Introduction, ICL Network and Communications
Division

Previous Career History

1975-1983 Project Management Roles, ICL

Including 5 years as project manager at the DHSS
Newcastle/Washington

Role

Design the solution architecture and its components,
and hand over to Programmes.

Responsibilities

- Own and manage the Technical Function and its resources.
- Manage Client relationships on behalf of the Technical Function.
- Authorise changes to technical architecture and resultant design.
- Manage change control to technical architecture and associated design.
- Ensure technology refreshment is considered and its impact optimised in line with business benefit.
- Track and exploit new technology to the commercial advantage of Pathway and its Clients.
- Undertake technical impact assessments on behalf of the Technical Function and other functions.
- Undertake impact assessment, option evaluation, contract scheduling and other relevant work in respect of proposed new business.
- Identify and implement best practice methodologies and tools in support of the Technical Function.
- Manage Risk with regard to the Technical Function.
- Undertake impact assessment, option evaluation, contract scheduling and other relevant work in respect of proposed new business including activities in the 1995 Bid Process as agreed.
- Identify and implement best practice methodologies and tools in support of the Technical function.
- Secure and protect appropriate Quality accreditation, for example 'Tickit'.
- Manage Risk with regard to the Technical function.

3.7 CURRICULUM VITAE

Name : Terry P. Austin
Role : Director Development, Pathway
Age : GRO

Key Experience

1999-present Director, Development Pathway

1995-1999 Director Programmes, Pathway

1993-1995 Programme Manager, Inland Revenue, Telford
End-to-end delivery of a complex IT system to support the new Self Assessment taxation legislation. At its peak some 500 people would be working on the system, comprising 15 mainframes, more than a thousand servers and over 50,000 PCs.

1990-1993 Project Manager, Inland Revenue, Telford
Implementation of the Corporation Tax Pay and File System, a 400 man year project comprising a mainframe, 800 UNIX Servers connected to 50,000 PCs located throughout the UK.

Career Summary

1995-present Director Programmes, Pathway
1989-1995 Programme Manager/Senior Consultant, Inland Revenue, Telford
1988-1989 Information Technology Manager, Swan National Rentals Ltd
1984-1988 Project Manager/Support Manager, Severn Trent Water Authority
1981-1984 Project Manager/Technical Consultant, ICL

Previous Career History

1979-1981 Project Manager, Kuwait Oil Company, Arabian Gulf
1968-1978 Various Positions, Ministry of Defence

Role

Orchestrate the initial end-to-end programme delivery including development and test. Subsequently, on an as needed basis, orchestrate increments on that initial base.

Responsibilities

- Own and manage the initial development and build implementation.
- Own and manage the Programmes Function and its resources.
- Define the Programme and its baseline.
- Manage contract and subcontract performance with regard to the development, test, pilot and build phases of the initial implementation.
- Prepare and maintain the programme plan.
- Direct programme implementation through:
 - Project and technical managers nominated from other functions in Pathway
 - Client nominees
 - Subcontractors owned by the Programmes Function
- Monitor and control the sub-activities of the Programme to reflect its priorities.
- Identify and implement best practice programme standards, methodologies and tools, and associated project management counterparts.
- Manage Client relationships on behalf of the Programmes Function.
- Manage Risk with regard to the Programmes Function.

3.8 CURRICULUM VITAE

Name : Stephen Muchow
Role : Director, Customer Service Pathway
Age : GRO

Key Experience

1996 present Director Customer Service, Pathway
Responsible for all aspects of Customer Service across all boundaries, both internal (ICL) and external and with subcontractors

1995-1996 Deputy Operations Manager, Pathway
Responsible for defining the operational services required to support the delivery of the BA/POCL contract, including the selection of service providers. This included the negotiation of service level contracts.

1993-1995 Technology Manager, ICL Customer Services Unit
Responsible for the development of internal IT and business process systems for a £250M revenue Customer Services Unit.

1991-1993 South East Regional Manager, ICL Customer Services
Management of 700 regionally based staff, including Sales, Engineering and Senior Professional Consultancy staff.

Career Summary

1994-present Director Customer Service, Pathway
1995-1996 Deputy Operations Manager
1993-1995 Technology Manager, ICL Customer Services Unit
1991-1993 South East Regional Manager, ICL Customer Services
1988-1991 Customer Service Manager, ICL Customer Services

Previous Career History

1982 - 1985 ICL Office Systems Consultant
1985 - 1987 ICL Mainframe Systems Manager
1987 - 1990 ICL Customer Service / Service
Management Manager

Role

Operate services in accordance with service level agreements (SLAs). The current role includes:

- Client

- POCL operational support services
- Help desks
- Counter support services
- Site services
- Training (ongoing)
- Management information (MIS)
- Pathway
- Help desks
- Site services
- Training
- MIS

Responsibilities

- Own and manage the Customer Service Function.
- On behalf of Pathway take responsibility for Configuration and Asset Management.
- Manage Client relationships on behalf of the Customer Service Function.
- Manage contract and subcontract performance with regard to Pathway Customer Service.
- Maintain the designated Client IT infrastructure in accordance with the technical architecture and associated design authority.
- Manage change control in respect of the Customer Service Function.
- Undertake work in respect of proposed new business.
- Identify and implement best practice methodologies and tools in support of the Customer Service Function.
- Manage Risk with regard to the Customer Service Function.

3.9 CURRICULUM VITAE

Name : John Hobson

Role : Personnel Director - ICL Pathway

Age : : GRO

Key Experience

1998 - Present Personnel Director - ICL Pathway

1995 - 1998 Personnel Manager ICL Government/PFI Business
Responsible for all aspects of resourcing, training and development within the Government/PFI Business Unit. Implemented a flexible resource model to facilitate the more efficient deployment of employees to satisfy customer requirements. Focused on performance management of employees to encourage continual improvements in productivity.

1987-1995 - Human Resources Manager Akzo Nobel N.V.

Responsible for a number of business divisions with Akzo Nobel, one of the largest chemical companies in the world. Supported the growth of the U.K. company to market leadership in its industry sector. Substantial experience in the acquisition and integration of businesses. Concentrated on performance management, industrial relations and training and development.

Previous career history

1985-87 Personnel Officer - Thomas Cook

1982-85 Graduate Trainee UKAEA

Current Role

Responsible for the efficient deployment of the Human Resources within ICL Pathway.

Responsibilities

- Ensure ICL Pathway is correctly resourced with the right numbers and quality of people.
- Control the salary review process within budget, insuring employees are rewarded appropriately to their contribution and market value.
- Ensure all employees receive the appropriate training and development to carry out their role effectively
- Produce and maintain the ICL Pathway succession plan so that vacancies can be filled in a planned manner

- Liaise closely with managers to ensure all the requirements of the ICL performance management process are being followed. All employees to be appraised, to have SMART objectives which are regularly reviewed and to have a personal development plan which maps out their future development.
- Ensure the organisation structure is regularly reviewed and is able to meet the key tasks of the organisation.
- Manage the relationship with internal and external service suppliers, e.g. training and recruitment organisations to ensure a cost-effective service.
- Ensure all administrative activity is carried out accurately and on time.
- Control the allocation of space within all ICL Pathway locations and ensure it is used efficiently.
- Responsibility for all operational employee relations issues.
- Responsible for Health and Safety

3.10 Curriculum Vitae

Name: Jim Flynn
Role: Implementation Director - ICL Pathway
Age: GRO

Key Experience

1999-date Implementation Director - ICL Pathway

1996 - 1999 - Senior Programme/Project Manager Storage Technology Ltd.

Responsible for project management of major customer IT programmes, creation and implementation of European business plans, the definition of operating procedures for project and bid management, and the management of bids for major opportunities.

1995 - 1996 Project Manager - GEC Marconi Naval Systems
Responsible for management of major submarine defence project and implementing a Strategy for success. Technical coverage included management of Sub-contract software development, and in house team of 70 design, development and test engineers, hardware and software development and production. Project covered the full lifecycle from requirements, through design and development to implementation and acceptance.

1991 - 1995 Project Manager, GEC Marconi
Responsible for managing a number of projects and bids, including programmes for major mine warfare detection systems for the Royal Navy, Australia and Spain

Career summary

1996-99 Senior Programme/Project Manager IT Projects
1995-96 Senior Project Manager, Submarine Control System Programme
1993-95 Project Manager, Command System Software Development Programme
1991-93 Project Manager, Feasibility Study in Torpedo Defence
1983-91 Royal Navy Submarine Navigation Officer

Current Role

Manage all activities and resources, responsible for the Implementation of the Pathway solution, ensuring timely and accurate handover of all identified deliverables.

Responsibilities

- Own and manage the implementation processes and resources
- Plan and manage the programme to achieve Implementation contract milestones
- Manage risk in relation to the Implementation function
- Assess and authorise implementation tools and process changes
- Identify, implement and manage the processes tools and resources, adopting best practice to rollout services for Migration, Training, Installation and Infrastructure Preparation.
- Manage Client Relationships on behalf of Implementation