

WRITTEN SHAREHOLDER RESOLUTION

Company number

02673402

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTIONS

OF

Xchanging Technology Services Limited (the Company)

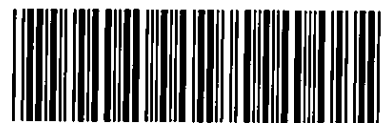
In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that the following resolutions be passed as special resolutions:

SPECIAL RESOLUTIONS

That in connection with a wider reorganisation and entity rationalisation of Computer Sciences Corporation and its subsidiaries (the Group), the Company may transfer 53 shares (totalling 0.01% of the entire issued share capital) in Xchanging Technology Services India Private Limited to Xchanging Mauritius Limited and its nominee as a gift for nil consideration (the Transaction).

That the sole member of the Company authorises and directs the Company to complete the Transaction, and that the completion of the Transaction (and the approval of the Transaction by the directors of the Company) would promote the success of the Company for the benefit of the members as a whole and the Group as a whole.

THURSDAY



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COMPANIES HOUSE

AGREEMENT OF ELIGIBLE MEMBER*

The undersigned, being the sole eligible member on 30th March 2017 (the circulation date), irrevocably agrees to the resolutions set out above:

Signed by Name DAVID GRAY
[Signature]
for and on behalf of Xchanging Resourcing Services Limited

Date: 30th March 2017

The sole eligible member must signify its agreement to the proposed resolutions as follows: (i) by hand, by delivering a signed copy to The Company Secretary, Xchanging Technology Services Limited, The Walbrook Building, 25 Walbrook, London, EC4N 8AQ; (ii) by post, by sending a signed copy to The Company Secretary, Xchanging Technology Services Limited, The Walbrook Building, 25 Walbrook, London, EC4N 8AQ. The sole eligible member must signify its agreement to the proposed resolutions within the period of 28 days from and including the circulation date. However, if the sole eligible member does not agree with the proposed resolutions, it does not need to reply. Once the sole eligible member has signified its agreement to the proposed resolutions, its agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the end of that 28-day period.

*Note: An "eligible member" is a member who is or would be entitled to vote on the above resolutions on the circulation date (i.e. the date on which copies of the resolutions are sent or submitted to the member).

RECORD OF DECISION BY SOLE MEMBER (FOR FILING WITH THE REGISTRAR)

Company number

02673402

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RECORD OF DECISION BY SOLE MEMBER

OF

Xchanging Technology Services Limited (the Company)

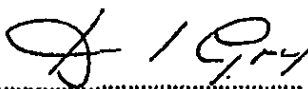
UNDER SECTION 357 OF THE COMPANIES ACT 2006

By a written resolution dated 30th March 2017, the sole member of the Company agreed to the following resolutions being passed as special resolutions:

SPECIAL RESOLUTIONS

That in connection with a wider reorganisation and entity rationalisation of Computer Sciences Corporation and its subsidiaries (the Group), the Company may transfer 53 shares (totalling 0.01% of the entire issued share capital) in Xchanging Technology Services India Private Limited to Xchanging Mauritius Limited and its nominee as a gift for nil consideration (the Transaction).

That the sole member of the Company authorises and directs the Company to complete the Transaction, and that the completion of the Transaction (and the approval of the Transaction by the directors of the Company) would promote the success of the Company for the benefit of the members as a whole and the Group as a whole.


.....
Director