

Company number 2958406

**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**

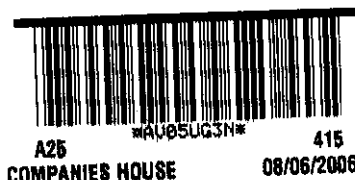
of

**BARCLAYS XANSA PARTNERSHIP LIMITED**  
(the "Company")

Pursuant to Article 10 of the Company's Articles of Association we, the undersigned, being the holders of all of the shares giving a right to attend and vote at a general meeting of the Company, hereby resolve that the following resolution be duly passed as a special resolution:

THAT the Articles of Association of the Company be amended pursuant to section 9 of the Companies Act 1985 as follows:

- (a) by deleting in Article 2(1) the words "'Baseline Demand" has the meaning given in the Services Agreement";
- (b) by deleting in Article 2(1) the words "'Initial Period" means the period during which the business of the Company is solely the provision of the Services to the Barclaycard UK, Barclaycard Corporate and Barclaycard International business units of Barclaycard, which is a division of Barclays Bank PLC, pursuant to the Services Agreement" and inserting in substitution thereof the words "'Initial Period" means the period during which the business of the Company is solely the provision of services to Barclays Bank PLC and its Affiliates";
- (c) by deleting in Article 2(1) the words "'Services" has the meaning given in the Services Agreement";
- (d) by deleting in Article 2(1) the words "'Services Agreement" means the agreement entered into between Barclays Bank PLC, Xansa UK Limited and Xansa plc dated 28th January, 2002 pursuant to which the Company agrees to provide certain services to certain divisions of Barclays Bank PLC";
- (e) by deleting in Article 5(1) the words "which are associated with Services up to and including the Baseline Demand level. All profits accumulated during the relevant Financial Year which are associated with Services above the Baseline Demand level shall, to the extent permitted by law, be distributed half-yearly in arrears as dividends to the Shareholders in proportion to their respective shareholdings and for this purpose A Shares and B Shares shall rank equally.";



- (f) by deleting in Article 7(8)(c) the words "the Services Agreement as if the Third Party was named in the Services Agreement as the A Shareholder" and inserting in substitution thereof the words "any agreement under which the A Shareholder provides services to the B Shareholder"; and
- (g) by inserting in Article 7(14)(a)(i) the word "A" before the word "Shareholders" on the third line thereof.

31 May 2006

SIGNED.....

for and on behalf of Barclays Bank plc

SIGNED.....

For and on behalf of Xansa UK Limited