

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**BARCLAYS STERIA PARTNERSHIP LIMITED**  
**(the "Company")**

We, the undersigned, being the holders of the entire issued share capital of the Company, hereby ratify the following resolutions passed as Ordinary Resolutions with effect from 1 October 2008 and agree that the said Resolutions shall, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

In the said Resolutions:

- (a) the terms "undertaking" and "subsidiary undertaking" shall have the meanings given to them in sections 1161 and 1162 of the Companies Act 2006; and
- (b) "Barclays Group" means Barclays PLC or any subsidiary undertaking of Barclays PLC.
- (c) "Steria Group" means Steria Limited or any other subsidiary undertaking of Groupe Steria SCA.
- (d) "Barclays Steria" means Barclays Steria Partnership Limited or any subsidiary undertaking of Barclays Steria Partnership Limited.

**ORDINARY RESOLUTIONS**

- (1) THAT any person in office as a director of the Company from time to time be and is hereby authorised for the purposes of Section 175 of the Companies Act 2006 to:
  - (i) hold office as a director of any Barclays Group, Steria Group or Barclays Steria undertaking; and/or
  - (ii) hold any other office or any employment with any Barclays Group, Steria Group or Barclays Steria undertaking; and/or
  - (iii) hold office as a director of any undertaking in which any Barclays Group, Steria Group or Barclays Steria undertaking holds shares or any other economic interest; and/or
  - (iv) hold shares or securities in Barclays Group or Steria Group; and/or
  - (v) participate in any scheme, transaction or arrangement for the benefit of employees or former employees generally of the Company or the Barclays Group, Steria Group or Barclays Steria (including any share option plans or any pension fund or retirement, death or disability scheme or other bonus or



employee benefit scheme) or act as a trustee of any such scheme or arrangement; and/or

- (vi) be entitled to receive remuneration in connection with any of the offices or activities set out in this Resolution,

provided always in relation to (i), (ii) and (iii) above that, in the event that any Barclays Group or Steria Group undertaking is in direct competition or an actual dispute with the Company, the relevant director shall be obliged to notify the Company in writing as soon as practicable following such director becoming aware of such competition or dispute and the Board of directors of the Company shall as soon as practicable thereafter consider whether to ratify or revoke the authorisation, in each case on such terms as they think fit.

- (2) THAT a director shall be under no duty to the Company with respect to any information which he or she obtains or has obtained otherwise than as a director of the Company and in respect of which he or she has a duty of confidentiality to another person. In particular, the director shall not be in breach of the general duties he or she owes to the Company under sections 171-177 of the Companies Act 2006 because he or she fails:

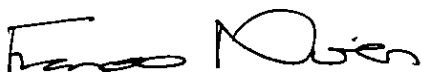
- (i) to disclose any such information to the Board of directors or to any director or other officer or employee of the Company; and/or
- (ii) to use or apply any such information in performing his or her duties as a director of the Company

where such a duty of confidentiality applies.

- (3) THAT the Board of directors of the Company be and is hereby granted the authority to:

- (i) authorise, on such terms as it thinks fit and in accordance with Section 175 of the Companies Act 2006, any matter proposed or declared to it which would, if not so authorised, involve a director of the Company having an actual or potential conflict of interest with the interests of the Company; and
- (ii) vary or terminate any such authorisation of an actual or potential conflict of interest of the Company at any time.

Signed:



For and on behalf of  
Barclays Bank PLC  
ASSISTANT SECRETARY

Date: 30/03/09



For and on behalf of  
Steria Limited

17/04/2009