

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

Company number

03616858

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RECORD OF DECISION BY SOLE MEMBER

OF

Xchanging UK 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 resolution being passed as a special resolution:

SPECIAL RESOLUTION

That:

the sum of £149,999,999 (one hundred and forty nine million, nine hundred and ninety nine thousand, nine hundred and ninety nine pounds) standing to the credit of the share premium account of the Company at the date of the passing of this resolution be cancelled.

Director

Resolution for authority to reduce its share capital supported by a solvency statement

Company number

03616858

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF**

Xchanging UK 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 resolution be passed as a special resolution:

SPECIAL RESOLUTION

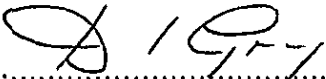
That:

the sum of £149,999,999 (one hundred and forty nine million, nine hundred and ninety nine thousand, nine hundred and ninety nine pounds) standing to the credit of the share premium account of the Company at the date of the passing of this resolution be cancelled.

AGREEMENT OF ELIGIBLE MEMBERS*

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

Signed by Name: SAVIA EIZAY


.....
for and on behalf of Xchanging BV

Date: 30th March 2017

Eligible members must signify their agreement to the proposed resolution by 13 April 2017.

Eligible members must signify their agreement to the proposed resolution as follows: (i) by hand, by delivering a signed copy to The Company Secretary, Xpanse Limited, The Walbrook Building, 25 Walbrook, London, EC4N 8AQ; (ii) by post, by sending a signed copy to The Company Secretary, Xpanse Limited, The Walbrook Building, 25 Walbrook, London, EC4N 8AQ. Eligible members must signify their agreement to the proposed resolution by the date referred to above. However, eligible members who do not agree with the proposed resolution do not need to reply. Once eligible members have signified their agreement to the proposed resolution, their agreement may not be revoked. The proposed resolution will lapse if it is not passed by 13 April 2017.

***Note:** "Eligible members" are those members who are or would be entitled to vote on the above resolution on the circulation date (i.e. the date on which copies of the resolution are first sent or submitted to members).