

Company No. 03720782

THE COMPANIES ACT 2006

---

PRIVATE COMPANY LIMITED BY SHARES

---

RESOLUTIONS IN WRITING

of

Xchanging Resourcing Limited (the "Company")

Xchanging Resourcing Services Limited, being the sole member of the Company who at the circulation date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with Chapter 2 Part 13 of the Companies Act 2006, to pass the following as written resolutions.

SPECIAL RESOLUTIONS

**THAT** the Company's articles of association be amended by deleting article 35.6 which is to be replaced by the following provision:

"35.6 The directors may refuse to register the transfer of a share to any person and if they do so, the instrument of transfer must be returned to the transferee with notice of the refusal, setting out their reasons for the refusal, as soon as practicable and in any event within two months after the date on which the transfer was lodged with the Company, unless they suspect that the proposed transfer may be fraudulent. Notwithstanding the foregoing, the directors will register any transfer of shares and shall not have any discretion to refuse to register such a transfer of shares where such transfer is to a bank or institution or other person to which such shares have been charged by way of security (a "Secured Transfer"), whether as agent for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution") and:

35.6.1 is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares; or

35.6.2 is executed by a Secured Institution pursuant to the power of sale or other such power under such security "



SIGNATURE. *Matt Tolan*  
for and on behalf of Xchanging Resourcing Services Limited

DATE: 28 July 2011

**NOTES:**

1. The circulation date of these resolutions is 28 July 2011 (the "Circulation Date").
2. An eligible member can signify his or its agreement to the resolutions by signing the resolutions and by either delivering a copy of the signed resolutions to Gary Whitaker by hand or by sending a copy of the signed resolutions by email to Gary Whitaker@Xchanging.com.
3. These resolutions must be passed by the date which falls 28 days from and including the Circulation Date. If these resolutions are not passed by such date they will lapse. The agreement of a member to these resolutions is ineffective if signified after this date.