

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

WEDNESDAY



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21/03/2007

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COMPANIES HOUSE

XCHANGING PROCUREMENT SERVICES (HOLDCO) LIMITED (the "Company")

We, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with Regulation 53 of Table A to pass the following written resolutions which shall have effect as special resolutions:

1. THAT, subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act"), the giving by the Company of financial assistance for the purpose of the acquisition by XUK Holdco (No 2) Limited ("**XUK Holdco**") of part of the issued shares in the capital of the Company in the form described in the statutory declaration attached to this Special Resolution sworn by the directors of the Company pursuant to section 155(6) of the Act on the date hereof be approved.
2. THAT the execution, delivery and performance by the Company of:
 - 2.1.1 the accession letter (the "**Company Loan Accession Letter**") to be entered into by the Company and Xchanging UK Limited pursuant to which the Company will become a guarantor under a loan agreement dated 1 March 2007 (the "**Loan Agreement**") between, among others, Xchanging UK Limited and Lloyds TSB Bank plc; and
 - 2.1.2 the admission deed (the "**Company Debenture Admission Deed**" and, together with the Company Loan Accession Letter, the "**Documents**") to be entered into by, among others, the Company and Lloyds TSB Bank plc pursuant to which the Company will grant fixed and floating security over its assets in favour of Lloyds TSB Bank plc,

be approved, even though the execution, delivery and performance of each of those Documents constitutes financial assistance for the purpose of the acquisition by XUK Holdco of some of the issued shares in the capital of the Company.

3. THAT, subject to compliance with sections 155 to 158 of the Act, the giving by Xchanging Procurement Services Limited and Xchanging Procurement Services

(Europe) Limited (wholly-owned subsidiaries of the Company) of financial assistance for the purpose of the acquisition by XUK Holdco of part of the issued shares in the capital of the Company in the form described in the statutory declaration attached to this Special Resolution sworn by the directors of the Company pursuant to section 155(6) of the Act on the date hereof be approved.

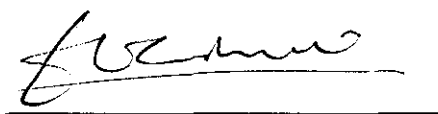
4. THAT the execution, delivery and performance by Xchanging Procurement Services Limited and Xchanging Procurement Services (Europe) Limited of:

4.1.1 in the case of Xchanging Procurement Services Limited, an accession letter to be entered into by Xchanging Procurement Services Limited and Xchanging UK Limited pursuant to which Xchanging Procurement Services Limited will become a guarantor under the Loan Agreement;

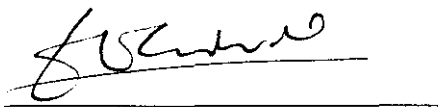
4.1.2 in the case of Xchanging Procurement Services (Europe) Limited, an accession letter to be entered into by Xchanging Procurement Services (Europe) Limited and Xchanging UK Limited pursuant to which Xchanging Procurement Services (Europe) Limited will become a guarantor under the Loan Agreement; and

4.1.3 an admission deed to be entered into by, among others, Xchanging Procurement Services Limited, Xchanging Procurement Services (Europe) Limited and Lloyds TSB Bank plc pursuant to which Xchanging Procurement Services Limited and Xchanging Procurement Services (Europe) Limited will grant fixed and floating security over their assets in favour of Lloyds TSB Bank plc,

be approved, although the execution, delivery and performance of each of these documents constitutes financial assistance for the purpose of the acquisition by XUK Holdco of part of the issued shares in the capital of the Company.



For and on behalf of XUK Holdco (No 2) Limited



XUK Holdco (No 2) Limited for and on behalf of BAE Systems plc under a power of attorney dated 16 February 2007

Date: 20 March 2007