

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

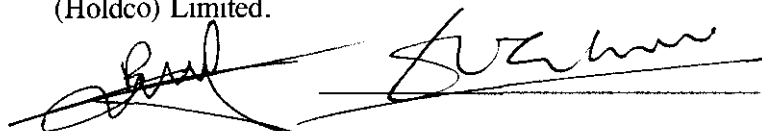
of

**XCHANGING PROCUREMENT SERVICES (EUROPE) 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's indirect holding company, Xchanging Procurement Services (Holdco) Limited, 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 Xchanging Procurement Services (Holdco) Limited.



For and on behalf of Xchanging Procurement Services Limited

Date: 20 March 2007

WEDNESDAY



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COMPANIES HOUSE

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