

The Companies Acts 1985 and 2006

Private Company Limited by Shares

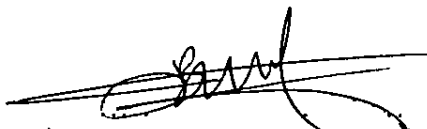
Written Resolution

of

Xchanging Procurement Services (Europe) Limited
(the "Company")

In accordance with the Company's Articles of Association, we the undersigned, being the sole member of the Company, who at the date of this resolution would be entitled to attend and vote at general meetings of the Company, hereby unanimously resolve upon the following resolution and agree that it shall be as valid and effective as if it had been passed as an ordinary resolution at a general meeting of the Company duly convened and held

That in accordance with paragraph 47(3), Schedule 4, Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, the directors be and are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006



Xchanging Procurement Services Limited
Shareholder

Dated 29 September 2008

