

Xchanging Limited
("the Company")

Company Number: 05819018
Previous Name(s): Xchanging Plc
Tabbyview Plc
Registered Office: Royal Pavilion, Wellesley Road, Aldershot, Hampshire, GU11 1PZ
Principal Trading Address: n/a (as above)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE DIRECTORS AND HAVING EFFECT AS SPECIAL AND ORDINARY RESOLUTIONS (AS THE CASE MAY BE) OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006

Circulation Date: 10 January 2020

Special Resolution

THAT the Company be wound up voluntarily.

Ordinary Resolution

THAT Stephen Roland Browne and Ian Harvey Dean of Deloitte LLP, 1 New Street Square, London, EC4A 3HQ (together "the Joint Liquidators") be and are hereby appointed liquidators for the purposes of winding up the Company's affairs and that any act required or authorised under any enactment or resolution of the Company to be done by them, may be done by them jointly or by each of them alone.

Ordinary Resolution

THAT the basis of the remuneration of the Joint Liquidators be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up together with VAT thereon.

Ordinary Resolution

THAT the Joint Liquidators' category 1 disbursements and expenses and category 2 be approved and the Joint Liquidators be authorised to draw both category 1 and category 2 disbursements and expenses, (plus VAT where applicable) from the liquidation estate.

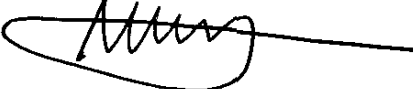
Special Resolution

THAT the Joint Liquidators be and are hereby authorised to divide and distribute amongst the members in specie or in kind the whole or any part of the assets of the Company and to determine how such divisions shall be carried out as between the members.

Special Resolution

THAT the books, accounts and documents of the Company be disposed of one year from dissolution of the Company.

The undersigned being, as at the Circulation Date set out above, the eligible members of the Company pursuant to the provisions of Part 13 of the Companies Act 2006, hereby agree to the resolutions set out above.

Signed: 

Date: 10/01/20

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MICHAEL WOODFINE, duly authorised for and on behalf of the shareholder,
CSC Computer Sciences International Operations Limited

