Xchanging US Funding Limited

Resolution in writing of the eligible members of the company proposed by the directors of the Company in accordance with section 288 of the Companies Act 2006

We, the undersigned, being the required majority of eligible members of the company resolve as follows:

Special resolution

That the company reduce its share premium account to zero by cancelling and extinguishing the sum of \$39,100,000.

Dated: 19 December 2018

Authorised signatory of Xchanging UK Ltd

FRIDAY

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