

Company number
00827981

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
EDS GLOBAL FIELD SERVICES LIMITED
(the Company)

Passed on 15th November 2006

UNDER SECTION 381A OF THE COMPANIES ACT 1985

I, the undersigned, being the sole member of EDS Global Field Services Limited (the Company) hereby **RESOLVE** that the following resolutions be deemed to be passed pursuant to section 381A of the Companies Act 1985 as if it had been passed at a general meeting of the Company.

ORDINARY RESOLUTION

1. THAT:

- (a) the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities up to an aggregated nominal amount of £1, with any amount received in respect of any such allotment in excess of £1 being premium;
- (b) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, on 31 December 2006; and
- (c) all previous unutilised authorities under section 80 of the Companies Act 1985 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 80(7) of the Companies Act 1985 by reason of any offer or agreement made prior to the date of this resolution, which would or might require relevant securities to be allotted on or after that date.

SPECIAL RESOLUTION

2. THAT:

- (a) in accordance with resolution 1 above, the directors be given power to allot equity securities for cash;
- (b) the directors be given power to allot equity securities for cash within section 94(3A) of the Companies Act 1985 as if section 89(1) of that Act did not apply;



- (a) the powers under paragraph (a) above shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £1, with any amount received in respect of any such allotment in excess of £1 being premium;
 - (c) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, on 31 December 2006 and
3. THAT, the Articles of Association be and they are hereby amended by the deletion of Article 6 and the insertion thereafter of a new Article 6 to read as follows:-
- "6. The Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of shares, whether fully paid or not PROVIDED THAT notwithstanding any other provisions of these Articles the Directors shall not decline to register nor shall they suspend the registration of any transfer of shares to any person by:-

(A) Electronic Data Systems Corporation "EDS", a Delaware USA corporation whose main office is at 5400 Legacy Drive, Plano, Texas, USA or EDS Deutschland GmbH "EDSD" a Germany company registered under HRB 83947 at the commercial court in Darmstadt, whose main office is at Eisenstrasse 56, D-65428 Russelsheim, Germany as agent and/or trustee or by any successor agent and/or trustee, in any case, appointed pursuant to a security agreement the "Security Agreement" dated 15th November 2006 between AL-SA Holding GmbH "AL-SA", EDS and EDSD pursuant to which AL-SA, as the sole shareholder of the Company, has appointed EDS and EDSD to act as its agent, trustee and representative in connection with the Security Agreement, including, for the avoidance of doubt, any transfer of shares to EDS, EDSD or its/their nominee."

4. THAT, the Articles of Association be and they are hereby amended by the deletion of Article 3 and the insertion thereafter of "Intentionally left blank" in the place of the text of Article 3 .
5. THAT the Articles of Association be and they are hereby amended by the insertion thereafter of a new Article 17A to read as follows:-

"PROCEEDINGS OF DIRECTORS

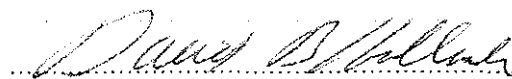
17 A. (a) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:

- (i) to hear each of the other participating directors addressing the meeting; and
- (ii) if he so wishes, to address all of the other participating directors simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.

- (b) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of article 21.

- (c) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates."


For EDS International Limited

Date: 15th November 2006