

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF MEMBERS

of

NHS SHARED BUSINESS SERVICES LIMITED

Dated 29 March 2005

The following Resolutions are hereby passed as Written Resolutions:

- 1 THAT the provisions of the Memorandum of Association of the Company with respect to its objects be altered by the deletion of sub-clauses (a) to (x) inclusive of clause 3 thereof and the substitution therefor of the sub-clauses numbered (a) to (gg) inclusive in the form attached and for identification purposes marked "A".
- 2 THAT the Articles of Association in the form attached and for identification purposes marked "B" be adopted in place of the existing Articles of Association of the Company.
- 3 THAT the business plan and annual budget of the Company in the form attached and for identification purposes marked "C" be approved.
- 4 THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 Companies Act 1985 and in substitution for any existing power to allot relevant securities to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount equal to the total authorised but unissued share capital of the Company as at the date of the passing of this resolution, such authority to endure for a period of five years (less one day) from the date of passing of this resolution but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after such expiry.
- 5 THAT the allotment of 500 shares to the Secretary of State for Health to be subscribed for in cash at par for £500 and the allotment of 500 shares to Xansa UK Limited to be subscribed for in cash at par for £500 be and are hereby approved.

Signed by, or by their duly authorised representatives on behalf of, all the members of the Company who at the date of the Resolution (being the date when the Resolution signed by or on behalf of the last member to sign) would be entitled to attend and vote at a general meeting of the Company had the Resolution been put to such a meeting:

M. Watts SC82
.....
Secretary of State for Health
Cyril Savat
.....
Xansa UK Limited



PRIVATE AND CONFIDENTIAL

No. 5280446

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

NHS SHARED BUSINESS SERVICES LIMITED

(Adopted by Special Resolution passed on 29 March 2005)

1 Definitions and interpretation

1.1 Definitions

1.1.1 Save as otherwise expressly provided herein, all words and expressions which have particular meanings in Table A shall have the same respective meanings herein.

1.1.2 In these Articles:

"Act" means the Companies Act 1985 (as amended);

"A" Director means a Director appointed by the "A" Shareholder;

"A" Shareholder means the Secretary of State or any subsequent registered holder for the time being of all the "A" Shares pursuant to a transfer permitted in accordance with these Articles;

"A" Shares means the Ordinary Shares registered in the name of the Secretary of State as at the date hereof, and any other Ordinary Shares subsequently registered in the name of the registered owner for the time being of such first-mentioned Ordinary Shares;

"B" Director means a Director appointed by the "B" Shareholder;

"Board" means the board of Directors of the Company for the time being;

"Board Meeting" means a meeting of the Board as from time to time convened in accordance with these Articles;

"B" Shareholder means Xansa UK Limited (No. 4077975) or any subsequent registered holder for the time being of all the "B" Shares pursuant to a transfer permitted in accordance with these Articles;

"B" Shares means the Ordinary Shares registered in the name of Xansa UK Limited as at the date hereof, and any other Ordinary Shares subsequently registered in the name of the registered owner for the time being of such first-mentioned Ordinary Shares;

"Director" means a director of the Company from time to time, and **"Directors"** shall be construed accordingly;

"Ordinary Shares" or **"Shares"** means the ordinary shares of £1 each in the capital of the Company;

"Regulations" means the regulations comprised in Table A;

"Secretary of State" means the Secretary of State for Health, or any successor to his functions from time to time;

"Shareholders" means the "A" Shareholder and the "B" Shareholder together and a **"Shareholder"** means either of them;

"Shares" means "A" Shares or "B" Shares, as the context requires, or "A" Shares and "B" Shares;

"Statutes" means the Act and any statutory modification or re-enactment thereof for the time being in force and every other Act concerning companies and affecting the Company; and

"Table A" means Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985. References to regulations are to regulations in Table A.

1.2 Interpretation

- 1.2.1 The headings and sub-headings are for convenience only and shall not affect the construction of these Articles.
- 1.2.2 Unless the context otherwise requires, words denoting the singular shall include the plural and vice versa and references to any gender shall include all other genders. References to any person shall include bodies corporate, unincorporated associations, partnerships, governments, governmental agencies and departments, statutory bodies or other entities (in each case whether or not having a separate legal personality) shall include the person's successors.
- 1.2.3 For the avoidance of doubt, references herein to "A" Shares and "B" Shares are for drafting convenience only and do not constitute separate classes of shares for any purpose whatsoever, the only class of shares in the capital of the Company at the date of adoption of these Articles being Ordinary Shares.

2 Adoption of Table A

- 2.1 Subject as hereinafter provided, the Regulations shall, except to the extent that they are excluded or modified by the Articles or are inconsistent herewith, apply to the Company and together with the Articles shall constitute the articles of association of the Company.
- 2.2 Regulations 2, 17, 24, 38, 40, 50, 64 to 68 inclusive, 73 to 80 inclusive, 84 to 91 inclusive, 93, 94, 98, 101, 109 and 118 shall not apply to the Company.

- 2.3 In the event of any ambiguity or inconsistency between the Regulations and the Articles, the Articles shall prevail.

3 Shares

- 3.1 The authorised share capital of the Company at the date of the adoption of these Articles is £11,000 divided into 11,000 ordinary shares of £1 each.
- 3.2 The Directors may not allot, grant options or subscription or conversion rights over, or otherwise dispose of, any unissued shares without the prior written consent of the Shareholders.
- 3.3 No Share (nor interest therein) may be transferred or disposed of and the Directors shall not register the transfer of any Share unless such transfer or disposal is made in accordance with a prior written agreement, or with a prior written consent, of the "A" Shareholder and the "B" Shareholder.
- 3.4 The provisions of section 89(1) of the Act shall not apply to the Company.

4 Lien

The lien conferred by Regulation 8 shall apply to:

- (a) all Shares, whether fully paid or not;
- (b) all Shares registered in the name of any person indebted or under any liability to the Company, whether he is the sole registered holder thereof or one of several joint holders,

and shall be for all indebtedness or other liability to the Company of any Shareholder.

Regulation 8 shall be modified accordingly.

- 4.2 The Directors shall not be entitled to sell any "A" Shares on which the Company has from time to time a lien without the prior written consent in writing of the "B" Shareholder. Regulation 9 shall be modified accordingly.
- 4.3 The Directors shall not be entitled to exercise any right of forfeiture in respect of "A" Shares from time to time to sell, re-allot or otherwise dispose of any "A" Shares which have from time to time been forfeited without the prior written consent in writing of the "B" Shareholder. Regulations 19 and 20 shall be modified accordingly.
- 4.4 The provisions of Articles 4.2 and 4.3 shall apply *mutatis mutandis* to "B" Shares as if references therein to the consent of the "B" Shareholder were to the consent of the "A" Shareholder.

5 General meetings

- 5.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution or a resolution appointing a person as a Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 days' notice but a general meeting may be called by shorter notice if so agreed:
 - (a) in the case of an annual general meeting or a meeting called for the passing of an elective resolution, by all the Shareholders entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote being a majority together holding not less than 95 per cent. in nominal value of the Shares giving that right or such lesser percentage, not being less

than 90 per cent., as may be specified in or pursuant to any elective resolution passed by the Company.

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it and, in the case of an annual general meeting, shall specify the meeting as such.

- 5.2 Subject to the provisions of these Articles and to any restrictions imposed on any Shares, the notice shall be given to all the Shareholders.
- 5.3 No business shall be transacted at any general meeting unless the requisite quorum is present at the commencement of the business and also when such business is voted upon. Two persons entitled to vote upon the business to be transacted, each being a Shareholder or a proxy for a Shareholder or a duly authorised representative of a corporation which is a Shareholder, provided that a representative of each of the "A" Shareholder and the "B" Shareholder is present, shall be a quorum.
- 5.4 A corporation being a Shareholder shall be deemed to be personally present if represented in accordance with the provisions of section 375 of the Act.
- 5.5 The Chairman at any general meeting shall not be entitled to a second or casting vote.
- 5.6 A resolution in writing in accordance with Regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or by its duly appointed attorney or duly authorised representative or by its secretary. In the case of a Share held by joint holders the signature of any one of them on behalf of all such joint holders shall be sufficient for the purposes of that Regulation. The Directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company and to be signed by a Director or the secretary of the Company.
- 5.7 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be amended accordingly.

6 Directors

- 6.1 Unless otherwise determined by ordinary resolution, the number of Directors shall be no more than eight and no less than two.
- 6.2 Any Shareholder holding not less than 50 per cent. of the Shares shall have the right to appoint and maintain in office three Directors and to remove or replace any Director nominated by it. Unless otherwise agreed in writing by the Shareholders, any such removal or appointment shall take effect on the lodgement of a notice in writing (signed by a director or the secretary of the Shareholder lodging the notice in the case of a corporation) to the Secretary of the Company at its registered office or at a Board Meeting.
- 6.3 The Board shall appoint one independent non-executive Director who will act as a chairman of the Board and one independent non-executive Director who will act as deputy chairman of the Board and may remove such Directors from office.
- 6.4 No Director shall be appointed otherwise than as provided in Article 6.2 or 6.3, save with the prior written consent of each of the Shareholders.
- 6.5 The office of a Director shall be vacated if he is removed from office under Article 6.2 or 6.3. Regulation 81 shall be extended accordingly.

7 Alternate Directors

- 7.1 Any Director may, by giving notice in writing to the Shareholder who did not appoint him, appoint an alternate and may, in the same way, remove an alternate so appointed by him. An alternate shall be entitled to receive notice of all meetings of the Board and attend and vote as such at any meeting at which the Director appointing him is not personally present, and generally in the absence of his appointor to do all the things which his appointor is authorised or empowered to do. A Director who is also an alternate shall be:
- 7.1.1 entitled, in the absence of his appointor, to a separate vote on behalf of his appointor in addition to his own vote; and
- 7.1.2 counted as part of the quorum of the Board on his own account and in respect of the Director for whom he is the alternate.
- 7.2 If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose of signing instruments pursuant to Article 11. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted for the purposes of determining whether there is a quorum of Directors at any meeting as if he were, if appointed by an "A" Director, an "A" Director or, if appointed by a "B" Director, a "B" Director.
- 7.3 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

8 Powers and duties of Directors

- 8.1 Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him.

For the purposes of this Article 8.1:

- (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
- 8.2 The Directors may delegate any of their powers to any committee consisting of at least one "A" Director and one "B" Director and Regulation 72 shall be modified accordingly.
- 8.3 The Directors may delegate the performance of such functions to such persons as they consider in their absolute discretion reasonable subject to retaining the supervision of the discharge of the delegated functions.

- 8.4 A Director who has been appointed to the Board by a Shareholder pursuant to these Articles or any agreement (meaning any agreement between all of the Shareholders of the Company from time to time) shall not be taken to be in breach of his/her fiduciary duty to act in the best interests of the Company by reason only that in the performance of his/her duties and exercise of powers, that Director has regard to the interest, and acts upon the wishes of, that Shareholder, unless no honest and reasonable Director could have formed the view that, in doing so, the Director was also promoting the interests of the Company as a whole.

9 Rotation of Directors

The Directors shall not be subject to retirement by rotation.

10 Proceedings of Directors

- 10.1 Subject to the provisions of these Articles and to any agreement from time to time between the Shareholders, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary of the Company at the request of a Director shall, call a meeting of the Directors.
- 10.2 The quorum for the transaction of business at any meeting of the Directors shall be one "A" Director and one "B" Director. No resolution of the Directors shall be effective unless: (a) carried by a majority of the Directors; and (b) at least one "A" Director and at least one "B" Director has voted in favour of such resolution.
- 10.3 Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any means authorised in writing by the Director concerned.
- 10.4 A Director may waive notice of a meeting either prospectively or retrospectively.
- 10.5 If within half an hour from the time appointed for a Board Meeting a quorum is not present, the meeting shall be adjourned to the same day of the next week at the same time and place. Each Director not present at the meeting shall be notified by either the Company Secretary in writing (and may also be so notified by either or both of the Shareholders) of the date, time and place of the adjourned meeting.
- 10.6 Any Director may participate in a meeting of the Directors or a committee of Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place where the largest group of those participants is assembled, or, if there is no such group, where the chairman of the meeting is.
- 10.7 The continuing Directors may (provided there is a quorum as defined above) act notwithstanding any vacancies in their number.
- 10.8 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

11 The seal

- 11.1 If the Company has a seal, it shall only be used with the authority of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or a second Director. The

obligation under Regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal.

- 11.2 If the Company has a common seal the Company may also have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

12 Notices

- 12.1 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be modified accordingly.

13 Winding-up

If, on a winding up, there is a division among the shareholders in specie of the whole or any part of the assets of the Company, the liquidator shall have regard to and give effect to any agreement between the shareholders as to the proportions in which such assets shall be divided between them and Regulation 117 of Table A shall be amended accordingly.

14 Indemnity

Subject to the provisions of, and so far as may be consistent with, the Statutes but without prejudice to any indemnity to which a Director may be otherwise entitled, every Director, secretary or other officer of the Company (excluding the auditors) shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.