

SAGE SOFTWARE LIMITED

COMPANY NUMBER 1045967

Written resolution of members in lieu of meeting pursuant to Companies Act 1985 section 381A. I, 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 pass the following resolution as an ordinary resolution and agree that the said resolution shall, for all purposes, be as valid and effective as if the same had been passed by me at a general meeting of the Company duly convened and held.

1. That the Directors are unconditionally authorised pursuant to s80 of the Companies Act 1985 to allot all shares in the authorised share capital of the Company (which was increased on 23rd September, 1998 from £202,001 to £20,000,000 by the creation of 19,797,999 new ordinary shares of £1 each ranking in all respects pari passu to the 202,001 existing ordinary shares of £1 each in the capital of the Company) which are unissued at the time of the passing of this Resolution at anytime or times during the period of 5 years from the date hereof.
2. That the allotment by the Directors of:
 - (a) 5,109,430 ordinary shares in the Company to the Sage Group plc in exchange for the entire issued share capital of Multisoft Financial Systems Limited (840,000 ordinary shares of £1 each); and
 - (b) 2,016,746 ordinary shares in the Company to the Sage Group plc in exchange for the entire issued share capital of PACS Holdings Limited (25,002 ordinary shares of £1 each, 150,000 cumulative redeemable preference shares of £1 each and 650,052 "A" shares of £0.01 each),on 23rd September, 1998 be ratified.

Dated ~~November~~ ^{December} 15th, 1998

Signed *Robert Wyndham*
for and on behalf of
The Sage Group plc

CI:195735.1

