

SAGESOFT LIMITED



Company No. 1045967 (the "Company")

I hereby certify that the following is a true and exact rendering of a Resolution which was proposed and unanimously passed as a Special Resolution at an Extraordinary General Meeting of the Company held at Sage House, Benton Park Road, Newcastle upon Tyne on Monday 24 February 1997 3.45pm.

2. KHK Software AG: Acquisition

As a Special Resolution IT WAS RESOLVED THAT notwithstanding any limitation on the borrowing or other powers of the Directors contained or incorporated by reference in the Company's Articles of Association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent requisite to give effect to this resolution), the Directors shall, and they are hereby directed to, cause to be executed by the Company:

- (a) a composite guarantee (the "Composite Guarantee"), in favour of Lloyds Bank Plc ("Lloyds") acting as agent and as trustee for the Beneficiaries (as defined therein) (the "Trustee") whereby under the Composite Guarantee, inter alia, the Company will give a guarantee to the Trustee on demand to pay or discharge to the trustee all moneys and liabilities which at the date of the Composite Guarantee or at any time thereafter may be due and payable to the Trustee or any Beneficiary by The Sage Group plc (the "Borrower") under or in connection with the terms of the Facility Agreement (as defined therein);

and

- (b) a further composite guarantee (the "Hedging Guarantee") in favour of Lloyds whereby under the Hedging Guarantee the Company, inter alia, will give a guarantee to Lloyds on demand to pay or discharge to Lloyds all present and future sums, liabilities or obligations which may from time to time be due, owing or incurred (actually or contingently) by the Borrower under or in connection with the terms of an Interest Rate and Currency Exchange Agreement (the "Hedging Agreement") entered into by the Borrower with Lloyds pursuant to clause 18 of the Facility Agreement;

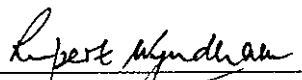
SAGE HOUSE, BENTON PARK ROAD
NEWCASTLE UPON TYNE NE7 7LZ
TEL:0191 255 3000 FAX: 0191 255 0308

Registered in England No 1045967

SAGESOFT LIMITED

that the Directors shall, and they are hereby directed to do all such things as may be requisite to facilitate the creation and taking of the Composite Guarantee and the Hedging Guarantee and that any restriction (whether on the ground of conflict of interest or on any other ground) on the voting of Directors or on their being counted in any quorum, which may be contained or incorporated by reference in the Company's Articles of Association be, and it is hereby relaxed, suspended, abrogated or waived to the extent requisite to enable all Directors (including any alternate Directors) to attend, be counted in the quorum and vote at meetings of the Board of Directors or of any Committee thereof at which there is under consideration any resolution requisite for or relating to the implementation of this resolution.

For and on behalf of
Sagesoft Limited


R C E Wyndham
Company Secretary

Date: 24 February 1997

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