

WRITTEN RESOLUTION

of

SOFTBRANDS EUROPE LIMITED (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

THURSDAY



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30/09/2010

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COMPANIES HOUSE

CIRCULATION DATE: 21 September 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution is passed as a special resolution (the "Special Resolution")

SPECIAL RESOLUTION:

THAT the articles of association of the Company be altered in the following way:

a) By deleting "Fourth Shift UK Limited" as the name of the company and replacing it with "SoftBrands Europe Limited"

b) By deleting the present regulation 2 and replacing it with the following new regulation 2

"Regulations 24, 40, 50, 54, 64, 73 to 78 (inclusive), 80, 94, 95 and 118 of Table A shall not apply to the Company"

c) By deleting the present regulation 5(1)

d) By the insertion of a new regulation 8(6) stating

"Notwithstanding anything contained in these Articles of Association

(i) any pre-emption rights conferred on existing members by these Articles of Association or otherwise and any other restrictions on transfer of shares contained in these Articles of Association or otherwise shall not apply to, and

(ii) the Directors shall not decline to register, nor suspend registration of,

any transfer of shares where such transfer is

(A) in favour of any bank, financial institution or other person (or any nominee or nominees of such a bank, financial institution or other person) to whom such shares are being transferred by way of security (whether such bank, financial institution or other person is acting as agent, trustee or otherwise), or

(B) duly executed by any such bank, financial institution or other person (or any such nominee or nominees) to whom such shares (including any further shares in the Company acquired by reason of its holding of such shares) are to be transferred as aforesaid pursuant to a power of sale under any security document which creates any security interest over such shares, or

(C) duly executed by a receiver appointed by a bank, financial institution or other person (or any such nominee or nominees) pursuant to any security document which creates any security interest over such shares ”

e) By the insertion of a new regulation 9A stating

“Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank, financial institution or other person or a subsidiary of a bank, financial institution or other person or which are transferred in accordance with the provisions of this Regulation For the purposes of this Regulation, “person” includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing ”

f) By deleting the present regulation 10 and replacing it with the following new regulation 10

“Shares in the Company (or any beneficial interest therein) may be sold transferred or otherwise disposed of without restriction and the Directors shall be obliged promptly to register any transfer.”

g) By deleting the present regulation 14 and replacing it with the following new regulation 14

“Unless and until otherwise determined by Ordinary Resolution, there shall be no minimum or maximum number of Directors”

h) By deleting the present regulations 15 to 17 inclusive

i) By the insertion of a new regulation 17A stating

“Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director

(i) by written notice to the company given by members together representing a simple majority of the total voting rights of all members who would be entitled to vote on an ordinary resolution to appoint such person as a Director as at the date of such notice, or

(ii) by a decision of the Directors ”

j) By the insertion of a new regulation 20A stating

“If the company has only one Director, the sole Director may take decisions without regard to the following regulations relating to Directors’ decision-making ”

- k) By deleting the present regulation 21(3) and replacing it with the following new regulation 21(3)

“Not less than five working days notice shall be given of a meeting of the Board or of a committee of the Board unless agreed by two Directors ”

- l) By the insertion of a new regulation 21A stating

“A Director is to be counted in the quorum and may vote in respect of any proposed decision of the Directors relating to a transaction or arrangement with the company in which he is, in any way, directly or indirectly, interested, provided that he has complied with any obligation he may have to declare such interest under the Companies Act 2006 ”

- m) By deleting current regulations 22 to 24 inclusive

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution is passed as an ordinary resolution (the “Ordinary Resolution”)

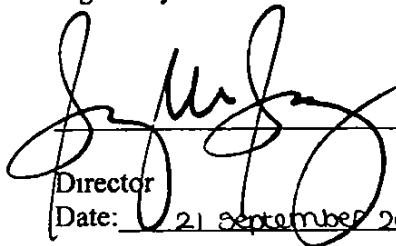
ORDINARY RESOLUTION

THAT the appointment of Richard Linde as Director of the Company and all actions carried out by him pursuant to his office as Director be approved and ratified

AGREEMENT:

I, being an eligible member of the Company (as defined in section 289 of the Companies Act 2006) in respect of this written resolution, agree that the Special Resolution and the Ordinary Resolution be so passed

Signed by.



Director
Date: 21 September 2010

Important:

To signify your agreement to the Resolution, you must:

- sign this document where indicated above,
- return the signed document to the Company using one of the following methods:
 - deliver it by hand or send it by post to the Company's registered office;
 - fax a copy of the signed document to the Company marked "For the attention of the Secretary"; or
 - attach a scanned copy of the signed document to an email, enter "Written Resolution" in the subject line and send it to the Company's Secretary; and
- ensure that the signed document is received by the Company no later than 28 days after the Circulation Date. If the Resolution is not passed by this date, it will lapse.

Note: Once given, your agreement may not be revoked.

SPECIAL RESOLUTION

of

SOFTBRANDS EUROPE LIMITED (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

Passed on

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30/09/2010
COMPANIES HOUSE

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Notice is hereby given that, on ~~21 September 2010~~ 21 September 2010, the following resolution was passed as a special resolution of the Company

SPECIAL RESOLUTION:

THAT the articles of association of the Company be altered in the following way

- a) By deleting "Fourth Shift UK Limited" as the name of the company and replacing it with "SoftBrands Europe Limited"
- b) By deleting the present regulation 2 and replacing it with the following new regulation 2

"Regulations 24, 40, 50, 54, 64, 73 to 78 (inclusive), 80, 94, 95 and 118 of Table A shall not apply to the Company "
- c) By deleting the present regulation 5(1)
- d) By the insertion of a new regulation 8(6) stating.

"Notwithstanding anything contained in these Articles of Association

(i) any pre-emption rights conferred on existing members by these Articles of Association or otherwise and any other restrictions on transfer of shares contained in these Articles of Association or otherwise shall not apply to, and

(ii) the Directors shall not decline to register, nor suspend registration of,

any transfer of shares where such transfer is

(A) in favour of any bank, financial institution or other person (or any nominee or nominees of such a bank, financial institution or other person) to whom such shares are being transferred by way of security (whether such bank, financial institution or other person is acting as agent, trustee or otherwise), or

(B) duly executed by any such bank, financial institution or other person (or any such nominee or nominees) to whom such shares (including any further

shares in the Company acquired by reason of its holding of such shares) are to be transferred as aforesaid pursuant to a power of sale under any security document which creates any security interest over such shares; or

(C) duly executed by a receiver appointed by a bank, financial institution or other person (or any such nominee or nominees) pursuant to any security document which creates any security interest over such shares ”

e) By the insertion of a new regulation 9A stating

“Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank, financial institution or other person or a subsidiary of a bank, financial institution or other person or which are transferred in accordance with the provisions of this Regulation. For the purposes of this Regulation, “person” includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing ”

f) By deleting the present regulation 10 and replacing it with the following new regulation 10

“Shares in the Company (or any beneficial interest therein) may be sold transferred or otherwise disposed of without restriction and the Directors shall be obliged promptly to register any transfer ”

g) By deleting the present regulation 14 and replacing it with the following new regulation 14

“Unless and until otherwise determined by Ordinary Resolution, there shall be no minimum or maximum number of Directors”

h) By deleting the present regulations 15 to 17 inclusive

i) By the insertion of a new regulation 17A stating

“Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director

(i) by written notice to the company given by members together representing a simple majority of the total voting rights of all members who would be entitled to vote on an ordinary resolution to appoint such person as a Director as at the date of such notice, or

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j) By the insertion of a new regulation 20A stating

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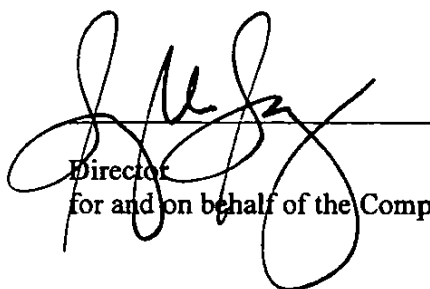
- k) By deleting the present regulation 21(3) and replacing it with the following new regulation 21(3):

“Not less than five working days notice shall be given of a meeting of the Board or of a committee of the Board unless agreed by two Directors ”

- l) By the insertion of a new regulation 21A stating

“A Director is to be counted in the quorum and may vote in respect of any proposed decision of the Directors relating to a transaction or arrangement with the company in which he is, in any way, directly or indirectly, interested, provided that he has complied with any obligation he may have to declare such interest under the Companies Act 2006 ”

- m) By deleting current regulations 22 to 24 inclusive

A stylized, handwritten signature in black ink, featuring large, flowing loops and a horizontal line crossing through the middle.

Director
for and on behalf of the Company