

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
BAAN INTERNATIONAL LIMITED
Passed 5th Decemr 1994

At an Extraordinary General Meeting of the above named Company duly convened and held at *Banereld, re New York*, on the *5th Decemr* 1994 the following Resolutions were duly passed as Special Resolutions.

SPECIAL RESOLUTIONS

- (A) That the name of the Company be changed to
"BAAN UK LIMITED"
- (B) That the 1,043,452 "A" Shares of £1 each in the share capital of the Company and registered in the name of Baan Holding BV be re-classified as Ordinary Shares of £1 each having the rights set out in the Articles of Association of the Company proposed to be adopted by Resolution (D) set out below.
- (C) That the 8,048 Deferred Shares of £1 each in the share capital of the Company and registered in the name of Baan Holding BV be re-classified as Ordinary Shares of £1 each having the rights set out in the Articles of Association of the Company proposed to be adopted by Resolution (D) set out below.
- (D) That the regulations contained in the document submitted to the Meeting and for the purposes of identification signed by the Chairman hereof be approved and adopted as the Articles of Association of the Company in substitution for



and to the exclusion of the existing Articles of Association.

.....
CHAIRMAN

A handwritten signature, likely of the Chairman, is written over the dotted line and the word 'CHAIRMAN'. The signature is stylized, with a large initial 'C' and a long, sweeping tail that extends downwards and to the right.