

LOGISTICS TECHNOLOGY GROUP (UK) LIMITED(the "**Company**")**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY****CIRCULATION DATE: 27 September 2018**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolutions (1) to (4) below are passed as ordinary resolutions, requiring the votes of member(s) representing a simple majority of the total voting rights of eligible members and that resolutions (5) to (6) below are passed as special resolutions, requiring the votes of member(s) representing not less than 75% of the total voting rights of eligible members (together, the "**Resolutions**").

ORDINARY RESOLUTIONS

1. **THAT** a dividend be declared of £1,520,690 on the ordinary shares of the Company to be satisfied by the transfer by the Company of the entire issued share capital of JDA Software UK Limited.
2. **THAT** the directors be and are generally and unconditionally authorised, for the purposes of section 551 of the Act, to exercise all the powers of the Company to issue and allot 435,000 ordinary shares of £1 each in the capital of the Company **PROVIDED THAT:** (i) the maximum aggregate nominal amount of relevant securities that may be allotted under this authority shall be £435,000; (ii) this authority shall expire (unless previously revoked, varied or renewed) on 31 December 2018; and (iii) this authority shall be in addition to, and without prejudice to, any other subsisting authority under section 551 of the Act previously granted and in force on the date on which this resolution is passed.
3. **THAT** pursuant to Regulation 110(a) of Table A in The Companies (Tables A to F) (Amendment) Regulations 1985 and further amended by the Companies Act 1985 (Electronic Communications) Order 2000, as incorporated into the articles of association of the Company at article 1 (a), the directors be and are authorised to capitalise the unrealised profits of the Company up to £435,000 and such amount be and is hereby capitalised and appropriated as capital to the sole shareholder of the ordinary shares allotted and issued pursuant to resolution (2) above and the directors be and are authorised to apply such sum in paying up in full the ordinary shares.
4. **THAT** a dividend be declared in the amount of £9,212,211 on the ordinary shares of the Company to be satisfied by the assignment of the intra-group receivable in the outstanding amount of £9,212,211 owed by Logistics Technology Group Limited to the Company.

SPECIAL RESOLUTIONS

5. **THAT** the balances standing to the credit of the Company's (a) share premium account, being an amount of £9,000, and (b) capital redemption reserve, being an amount of £568,770, shall be cancelled in their entirety.
6. **THAT**, conditional on resolutions (2) and (3) being approved and effected, the existing share capital of the Company be reduced from £4,974,775 to £1 by cancelling and extinguishing 4,974,774 ordinary shares of £1 each in the capital of the Company and from US\$179.68 to US\$0.01 by cancelling and extinguishing 17,967 "A" US\$ ordinary shares of US\$0.01 each in the capital of the Company and accordingly such cancelled shares would cease to form part of the Company's share capital.

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AGREEMENT

The member named below, being the sole member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date, hereby irrevocably agrees to the above Resolutions.

Signature of eligible member:

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Logistics Technology Group Limited

Date: 27 September 2018

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy or electronic form.
2. If you do not agree to the Resolutions you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Your agreement to the Resolutions, once indicated, may not be revoked. If sufficient agreement has not been received by the date 28 days from the Circulation Date (as stated above) for the Resolutions to pass then they will lapse.
4. A copy of these Resolutions have been sent to the auditors.