

Company No. 04206608

THE COMPANIES ACT 2006

THURSDAY



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10/07/2008
COMPANIES HOUSE

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**PRIVATE COMPANY LIMITED BY SHARES
SHAREHOLDERS' WRITTEN RESOLUTIONS**

of

**INFOR GLOBAL SOLUTIONS (TESTON) LIMITED
(the "Company")**

The undersigned, being at the date hereof all the eligible members of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby RESOLVES and agrees that the following resolutions pursuant to and in accordance with Chapter 2, Part 13 of the Companies Act 2006 and such resolutions shall be for all purposes as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1 Amend the Articles of Association

THAT the Articles of Association of the Company shall be and are hereby amended by.

(A) The deletion of the following words from Article 8 "and Regulation 24 of Table A shall be modified accordingly."

(B) The addition of the following as a new Article 9:

"9 (i) Regulation 24 of Table A shall not apply to the Company

(ii) Notwithstanding anything contained in these articles, the directors will register any transfer of shares and may not suspend registration of such shares where such transfer

(a) is to the bank or institution or other person to which such shares have been charged by way of security, whether as agent for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"); or

(b) is delivered to the Company for registration by a Secured Institution in order to perfect its security over the shares, or

(c) is executed by a Secured Institution pursuant to the power of sale or other such power under such security."

(C) The addition of the following as a new Article 11

"11 A meeting of the Directors or of a committee of the board may consist of a

conference between Directors and any alternate Directors who are not all in one place, but each of which is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously. A Director or an alternate Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the chairman of the meeting then is. The word meeting in these articles shall be construed accordingly."

(D) The re-numbering of all Articles to reflect these amendments

2 Approval of documents

THAT the terms and conditions of, and the transactions contemplated by

- (a) a first-lien debenture accession deed governed by English law made between, amongst others, the Company and the First-Lien Administrative Agent;
- (b) a second-lien debenture accession deed governed by English law made between, amongst others, the Company and the Administrative Agent,
- (c) Supplement No. 5 to the Second-Lien Guarantee and Collateral Agreement dated 2 March 2007 and made between, amongst others, the Company and the Second Lien Administrative Agent,
- (d) Supplement No. 7 to the Guarantee and Collateral Agreement dated 28 July 2006 and made between, amongst others, the Company and the Second Lien Administrative Agent;
- (e) Supplement No. 10 to the Second-Lien Affiliate Subordination Agreement dated 2 March 2007, and made between, amongst others, the Company and the Second Lien Administrative Agent,
- (f) Supplement No. 11 to the Second-Lien Affiliate Subordination Agreement dated 2 March 2007, and made between, amongst others, the Company and the Second Lien Administrative Agent;
- (g) Supplement No. 14 to the Affiliate Subordination Agreement dated as of 28 July 2006, and made between, amongst others, the Company and the First Lien Administrative Agent;
- (h) Supplement No. 15 to the Affiliate Subordination Agreement dated as of 28 July 2006, and made between, amongst others, the Company and the First Lien Administrative Agent;
- (i) Supplement No. 5 to the Affiliate Subordination Agreement, dated as of March 2, 2007, among the Borrower, the subordinated lenders named therein and the administrative agent under the PIK Loan Agreement; and

- (j) any further documents, deeds, instruments, agreements, powers of attorney, notices, acknowledgments, agreements, memoranda, statements, certificates as may be ancillary, necessary, required or reasonably requested by any Agent (as defined in the amended and restated credit agreement, among Infor Global Solutions Intermediate Holdings Limited, Infor Lux Finance Company, Infor Global Solutions European Finance S à R L., Infor Enterprise Solutions Holdings, Inc., the lenders party thereto, JPMorgan Chase Bank, N A , as administrative agent, and the other agents party thereto entered into on 2 March 2007 and further amended on 1 June 2007 (the "First-Lien Credit Agreement"), and the second-lien credit agreement among Infor Global Solutions Intermediate Holdings Limited, Infor Lux Finance Company, Infor Global Solutions European Finance S à R L., Infor Enterprise Solutions Holdings, Inc , the lenders party thereto, Credit Suisse, Cayman Islands Branch, as administrative agent, and the other agents party thereto entered into on 2 March 2007 and further amended on 1 June 2007 (the "Second-Lien Credit Agreement" and together with the First-Lien Credit Agreement, the "Credit Agreements") in connection with the documents listed in (a) to (i) above and/or the transactions envisaged thereby,

(the documents listed in (a) to (j) above hereinafter being referred to as the "Documents") be and are hereby approved so far as they relate to the Company

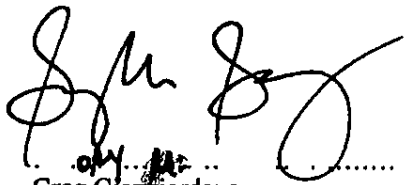
All capitalised terms used in the resolutions and not otherwise defined herein shall have the meanings ascribed to such terms in the First-Lien Credit Agreement or the Second-Lien Credit Agreement

3. **THAT** the execution and delivery by the Company of the Documents and any additional documents ancillary or incidental to the Documents to which the Company is a party and the performance by the Company of its obligations thereunder be and are hereby approved, in each case, in the form produced to the meeting with such amendments thereto as any Authorised Signatory (as hereinafter defined) may in his or he absolute discretion approve
4. **THAT** the authorising of:
- (a) each directory of the Company and the Secretary of the Company (each an "Authorised Signatory") (or in the case of a deed, any two directors or a director and the Secretary) to execute, on behalf of the Company (as a deed or otherwise), the Documents to which it is a party, in the form produced to the meeting, with any amendments that the Authorised Signatory may approve; and
 - (b) each Authorised Signatory:
 - (i) to sign and/or despatch on behalf of the Company all documents and notices to be signed and/or despatched by the Company;
 - (ii) to act with any other Authorised Signatory on behalf of the Company to execute and deliver any agreement, power of attorney, deed or other document required to be executed and delivered, and

- (iii) to do all other acts and things that the Authorised Signatory may consider necessary or desirable in connection with the Documents and the transactions contemplated thereby,

subject in each case to such amendments, amendments and restatements, supplements, modifications, renewals, replacements, substitutions and extensions that the Authorised Signatory may approve, be and are hereby approved

- 5 **THAT** the provision of any guarantee and/or security by the Company for the obligations of the Borrowers under (and as defined in) the Credit Agreements, pursuant to the terms of the Documents and the entry by the Company into the Documents to which it is a party and the performance of the transactions contemplated thereby will materially benefit the Company and is in the best economic, strategic and financial interests of the Company



Greg Giambrando
for and on behalf of
Infor Global Solutions (Teston II) Limited

DATED



2008

