

Company Number: 04207503

THE COMPANIES ACT 2006

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COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

ONECLICKHR (SOFTWARE SALES) LIMITED (the "Company")

Circulation Date: 16th August 2010

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being the sole eligible member of the Company irrevocably agree that Resolutions 1-4 below are passed as ordinary resolutions ("the Ordinary Resolutions") and that resolutions 5-8 below are passed as special resolutions ("the Special Resolutions") and the Ordinary and Special Resolutions shall be as valid and effectual as if they had been passed at a general meeting of the Company duly convened and held:

ORDINARY RESOLUTIONS

Resolution 1

THAT, Michael Anthony Bonarti and Donald Edward McGuire (having consented to act) be appointed as directors of the Company with effect from 5.30pm on the date of signature of these resolutions.

Resolution 2

THAT, for the purpose of paragraph 47 of Part 3 of Schedule 4 to The Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, authorisation of any situation in which a director of the Company has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company may be given in accordance with section 175(5)(a) Companies Act 2006.

Resolution 3

THAT in accordance with paragraph 42(2) of schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the provisions of clause 5 of the Company's memorandum of association (which are deemed under section 28 Companies Act 2006 to be provisions of the Company's articles) are revoked and that clause 5 is deleted in its entirety so that those provisions shall no longer apply to the Company.

Resolution 4

THAT in accordance with paragraph 43(1) of schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the provisions of section 550 Companies Act 2006 shall apply to the Company.

SPECIAL RESOLUTIONS

Resolution 5

THAT in accordance with section 21(1) Companies Act 2006, the provisions of clause 3.1 - 3.2.24.3 of the Company's memorandum of association (which are deemed under section 28 to be the provisions of the Company's articles) are removed in their entirety so that once notice of that removal has been registered in accordance with section 31(2)(b) Companies Act 2006, those provisions shall no longer apply to the Company and the Company's objects are to be unrestricted.

Resolution 6

THAT the interests declared by each of the Directors of the Company for the purposes of section 175 of the Companies Act 2006, and any direct or indirect interest arising from such directorships and other situations disclosed in the attached declarations of interests which conflict or possibly may conflict with the Company's interests be and are hereby authorised in accordance with section 180(4)(a) of the Companies Act 2006, and any breach of duty under section 175 of the Companies Act 2006 in relation to such interests be and is hereby ratified, in accordance with section 239 of the Companies Act 2006.

Resolution 7

THAT any of the Group Specific Conflicts which conflicts or possibly may conflict with the interests of any subsidiary undertaking of the Company be and is hereby authorised and ratified in accordance with section 180(4)(a) and section 239 of the Companies Act 2006,

any breach of duty which has arisen or may arise from any such conflict be and is hereby ratified, **AND THAT** the board of directors of the Company be authorised to:

(a) pass any required shareholder resolutions of the Company's subsidiary companies (if applicable); and

(b) authorise the boards of directors of such subsidiary companies to pass shareholder resolutions of their own subsidiary companies (and so on down the group corporate chain), in each case until the members of each Subsidiary have:

(i) approved the appointment of Michael Bonarti and Donald McGuire (who have consented to act) as directors of that Subsidiary;

(ii) authorised any of the Group Specific Conflicts which conflicts or possibly may conflict with the interests of that Subsidiary;

(iii) ratified any breach of duty which has arisen or may arise from any such conflict;

(iv) adopted new articles of association; and

(v) unrestricted its objects;

(vi) removed its authorised share capital;

(vii) authorised the directors to allot shares in accordance with s.550 CA 06; and

(viii) approved the unconflicted directors being able to authorise directors conflicts in the future.

Resolution 8

THAT the regulations (in the form of the print attached to this written resolution at Annex A) be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.

Signature: 

Signed for and on behalf of **ONECLICKHR PLC**

Date of Signature: 16th August 2010

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Private & Confidential

Company Number 4207503

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ONECLICKHR (SOFTWARE SALES) LIMITED

(Adopted by Special Written Resolution passed on 16th August 2010)

1 Defined terms

1.1 In these articles:

“CA 2006” means the Companies Act 2006;

“Default Articles” means the regulations contained in Schedule 1 to The Companies (Model Articles) Regulations 2008;

“eligible director” means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter); and

“Model Articles” means the regulations contained in Schedule 3 to The Companies (Model Articles) Regulations 2008.

1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Model Articles and CA 2006, in each case as in force on the date when these articles become binding on the Company

1.3 Headings in these articles are used for convenience only and shall not affect the construction or interpretation of these articles

1.4 A reference in these articles to an “article” is a reference to the relevant article of these articles unless expressly provided otherwise

1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of

- (a) any subordinate legislation from time to time made under it; and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1 6 Any phrase in these articles or the Model Articles introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms
- 2 Adoption and variation of Model Articles**
- 2.1 The Default Articles shall not apply to the Company.
- 2.2 Subject as provided in these articles the Model Articles shall apply to the Company
- 2.3 Model Articles 7, 13(3), 16 and 21 shall not apply to the Company
- 2 4 The Model Articles and these articles take effect subject always to article 14
- 3 Directors’ interests in transactions or arrangements with the Company**
- 3 1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is in any way directly or indirectly interested, that director shall be counted as participating in the decision making process for quorum and voting purposes provided that the relevant interest either:
- (a) has been duly declared in accordance with section 177 or section 182 CA 2006, as the case may require, or
 - (b) is not required by the terms of either of those sections to be declared.
- 3 2 So long as the relevant interest falls within article 3 1(a) or 3 1(b), a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction with the Company:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,
 - (b) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous or majority decision, in respect of any such matter or proposed matter in which he is interested,
 - (c) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director; and
 - (d) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body

corporate in which the Company is otherwise (directly or indirectly) interested.

4 Directors' conflicts of interest

4.1 For the purposes of section 175(5)(a) CA 2006, the directors may authorise in accordance with these articles any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under section 175(1) CA 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

4.2 In this article and article 5:

“**authorise**” means to authorise in accordance with section 175(5)(b) CA 2006 and “**authorisation**”, “**authorised**” and cognate expressions shall be construed accordingly,

a “**conflict of interest**” includes a conflict of interest and duty and a conflict of duties,

“**conflicted Director**” means a director in relation to whom there is a conflicting matter,

“**conflicting matter**” means a matter which would or might (if not authorised) constitute or give rise to a breach of the duty of a director under section 175(1) CA 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, and

an interest or duty is “**material**” unless it cannot reasonably be regarded as likely to give rise to a conflict of interest

4.3 The provisions of this article apply without prejudice (and subject) to the provisions of section 175(6) CA 2006 Nothing in these articles shall invalidate an authorisation.

4.4 A conflicted director seeking authorisation of any conflicting matter shall disclose to the directors the nature and extent of the conflicting matter as soon as is reasonably practicable The conflicted director shall provide the directors with such details of the conflicting matter as are necessary for the directors to decide how to address the conflicting matter, together with such additional information as may be requested by the directors.

4.5 Any director (including the conflicted director) may propose that a conflicted director's conflicting matter be authorised. Any such proposal, and any authorisation given by the directors, shall be effected in the same way as any other matter may be proposed to and resolved on by the directors under the provisions of these articles, except that:

(a) the conflicted director and any other interested director shall not count

towards the quorum nor vote on any resolution giving that authorisation;
and

- (b) the conflicted director and any other interested director may, if the directors so decide, be excluded from any meeting of the directors while the conflicting matter and the giving of that authorisation are under consideration.

4.6 Where the directors authorise a conflicted director's conflicting matter:

- (a) the directors may (whether at the time of giving the authorisation or subsequently):
 - (i) require that the conflicted director is excluded from the receipt of information, the participation in discussions and/or the making of decisions (whether at meetings of the directors or otherwise) related to the conflicting matter; and
 - (ii) impose on the conflicted director such other terms or conditions for the purpose of dealing with any actual or potential conflict of interest which may arise from the conflicting matter as they may determine,
- (b) the conflicted director shall conduct himself in accordance with any terms or conditions imposed by the directors in giving that authorisation,
- (c) the directors may provide that, where the conflicted director obtains (otherwise than through his position as a director) information that is confidential to a third party, the conflicted director will not be obliged to disclose the information to the Company, or to use or apply the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence,
- (d) the terms of the authorisation shall be recorded in writing (but the authorisation shall be effective whether or not the terms are so recorded);
and
- (e) the directors may revoke or vary the authorisation at any time but no such action will affect anything done by the conflicted director prior to that action in accordance with the terms of the authorisation.

4.7 A director who has directly or indirectly an interest or a duty in a matter which is material and which conflicts or may conflict with the interests of the Company shall be counted as participating in the decision making process for quorum and voting purposes, notwithstanding his interest or duty, at any meeting at which the matter is considered provided that:

- (a) he has disclosed the nature and extent of his interest or duty giving rise to his conflict of interest; and

- (b) where his conflict of interest is constituted by or arises from a conflicting matter of his, that conflicting matter (or any breach of his duty under section 175(1) CA 2006 by reason of that conflicting matter) has been authorised or ratified (either in accordance with these articles or by the members) and the director has not been required to be excluded from participation in discussions and/or the making of decisions related to the matter.

5 Additional provisions about directors' interests and conflicts

- 5.1 A director shall not, by reason of his office or of the resulting fiduciary relationship, be liable to account to the Company for any benefit which he (or a person connected with him) derives from:
 - (a) an interest to which article 3 1(a) or article 3.1(b) applies, or
 - (b) a conflicting matter authorised by the directors,and no transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit
- 5.2 If a question arises at a meeting of the directors about whether a director (other than the chairman of the meeting) has an interest or a conflict of interest for the purposes of articles 3 or 4, or if he can vote or be counted in the quorum, and the relevant director does not agree to abstain from voting on the issue or not to be counted in the quorum, the question must be referred to the chairman of the meeting. The ruling of the chairman of the meeting about any other director is final and conclusive, unless the nature or extent of the director's interest (so far as it is known to him) has not been fairly disclosed to the directors.
- 5.3 If a question of the kind referred to in article 5.2 arises about the chairman of the meeting, the question shall be decided by a resolution of the directors. The chairman of the meeting cannot vote on the question but can be counted in the quorum. The directors' resolution about the chairman of the meeting is conclusive, unless the nature and extent of the chairman's interest (so far as it is known to him) has not been fairly disclosed to the directors.
- 5.4 The Company may by ordinary resolution ratify any transaction or arrangement which has not been properly authorised by reason of a contravention of these articles

6 Decision-making by directors

- 6.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 7.
- 6.2 If:
 - (a) the Company only has one director, and

- (b) no other provision of the articles requires it to have more than one director,

the general rule does not apply, article 7 does not apply, the quorum for meetings of the directors shall be one and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making, subject to articles 6.3 and 6.4

- 6.3 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

- 6.4 Where a decision of the directors is taken by electronic means, that decision must be recorded in permanent form, so that it may be read with the naked eye

7 Directors' decisions

- 7.1 Subject to article 7.2, a decision of the directors is taken in accordance with this article when either

- (a) all eligible directors indicate to each other by any means that they share a common view on a matter (and such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing, or may be in electronic form); or
- (b) a proposed decision has been notified (by any means permitted by these articles) to all eligible directors and a majority of eligible directors indicate to each other by any means that they agree on that decision (and such a decision may take the form of a resolution in writing, copies of which have been signed by a majority of the eligible directors or to which a majority of eligible directors has otherwise indicated agreement in writing, or may be in electronic form).

- 7.2 A decision may not be taken in accordance with this article or Model Article 18 if the eligible directors would not have formed a quorum at a directors' meeting.

- 7.3 Model Article 10(2) shall be read as if the final word was deleted and the words "two eligible directors" were added in its place.

- 7.4 For the purposes of any meeting (or part of a meeting) held in accordance with article 4 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for that meeting (or part of a meeting) is one eligible director

- 7.5 Model Article 14(2) shall be read as if the words "to be counted" to "voting purposes" inclusive were omitted and the words "an eligible director for the purposes of that meeting (or part of a meeting)" were added in their place.

- 7.6 For the purposes of Model Articles 17 and 18, a written resolution of the directors may be in electronic form.

8 General meetings and written resolutions

- 8.1 Model Article 80 has effect in relation to the right to receive notices of general meetings and proposed written resolutions and shall also apply to any person nominated in accordance with article 12 to receive any notice or document.
- 8.2 Article 15 has effect in relation to the right to be sent notices of general meeting and copies of proposed written resolutions
- 8.3 A proxy or a representative appointed in accordance with section 323 CA 2006 may chair a general meeting if appointed to do so in accordance with Model Article 31(2).
- 8.4 Model Article 36(3) shall be amended by the insertion of the words “A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made” as a new paragraph at the end of that article.
- 8.5 Model Article 38(1) shall be amended by the insertion of the words “and a proxy notice which is not delivered in that form and that manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting” as a new paragraph at the end of that article.
- 8 6 No voting rights attached to a share may be exercised on any written resolution unless all amounts payable to the Company in respect of that share have been paid

9 Transmission of shares

- 9.1 Nothing in these articles or the Model Articles releases the estate of a deceased member from any liability in respect of a share solely or jointly held by that member.
- 9.2 Model Article 68 shall be amended by the insertion of the words “, or the name of any person nominated under Model Article 66(1)(a),” after the words “the transmittee’s name”.

10 Payment of dividends and other distributions

- 10 1 If any share is issued on terms providing that it ranks for dividend as from a particular date that share ranks for dividend accordingly.
- 10 2 Model Article 72(1) shall apply as if the words “either in writing or as the directors may otherwise decide” were deleted from each of paragraphs (a) to (d) inclusive and replaced in each case by the words “in writing”

11 Unclaimed distributions

- 11.1 Model Article 75(3)(a) shall apply as if the words “twelve years” were deleted and the words “six years” were inserted in their place.

12 Delivery of documents and information

- 12.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
 - (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address; and
 - (c) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a working day

- 12.2 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by CA 2006.
- 12.3 For the purposes of section 1147(3) CA 2006, where a document or information is sent or supplied by the Company to any member by electronic means, and the Company is able to show that it was properly addressed, it is deemed to have been received by the intended recipient one hour after it was sent (but subject to section 1147(5)).
- 12.4 Article 15 1 does not apply where a document or information is in electronic form but is delivered by hand or by post or by other non-electronic means.
- 12 5 Where a document or information is sent or supplied to the Company by one person (the “**agent**”) on behalf of another person (the “**sender**”), the Company may require reasonable evidence of the authority of the agent to act on behalf of the sender

13 Change of Company Name

- 13 1 In accordance with section 77(1)(b) CA 2006, the Company’s name may be changed by unanimous resolution of the directors.

14 Rights of holding company

- 14 1 Whenever ADP NEDERLAND BV (the “**Holding Company**”), or any 90%

subsidiary of the Holding Company, holds not less than 90% of the share capital of the Company conferring the right to attend and vote at all general meetings of the Company, the following provisions shall apply and to the extent of any inconsistency between this article and the other provisions of these articles, this article 14 shall prevail:

- (a) the Holding Company may at any time and from time to time appoint any person to be a director or remove from office any director (however that director was appointed), but so that in the case of a director holding an executive office his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract between him and the Company;
- (b) no shares or other securities shall be issued or agreed to be issued or put under option by the Company without the consent of the Holding Company, and
- (c) any or all powers of the directors (or any of them) shall be restricted in such respects and to such extent as the Holding Company may by notice to the Company from time to time prescribe

14.2 Any appointment, removal, consent or notice as is referred to in article 14.1 shall be in writing served on the Company at its registered office and signed on behalf of the Holding Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose

15 Provisions from Memorandum

The following articles were originally located in the company's Memorandum of Association and were deemed to be part of the Company's Articles by virtue of S 28 Companies Act 2006 as amended by Sch 2 Para 4(3) 8th Commencement Order.

- 15.1 The Company's name is "OneClickHR (Software Sales) Limited."
- 15.2 The Company's registered office address is to be situated in England and Wales
- 15.3 The liability of the members is limited

NOTES:

1 You may either:

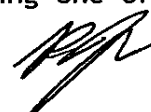
1.1 agree to all of the above resolutions; or

1.2 decline to agree to any of the above resolutions.

You may not agree to some of the resolutions but not the others.

2 If you agree to all of the above resolutions please indicate your agreement by signing and dating this document where indicated and returning it to the Company not later than 11.59 p.m. London time on ~~16th August~~ 2010 using one of the following methods:

12 SEPTEMBER



2.1 By Hand: deliver it by hand to Mike Ellis at ADP Limited, Syward Place, Pycroft Road, Chertsey, Surrey, KT16 9JT.

2.2 By Post: send it by post to Mike Ellis at ADP Limited at Syward Place, Pycroft Road, Chertsey, Surrey, KT16 9JT.

2.3 By Fax: fax it to ADP Limited at Syward Place, Pycroft Road, Chertsey, Surrey, KT16 9JT marked for the attention of Mike Ellis (Fax Number: 0845 230 2371), or

2.4 By Email: email a scanned copy to mike.ellis@adp-es.co.uk; please enter "Written Resolutions Circulation Date 16th August 2010" in the subject line.

If the Company has not received sufficient agreement by that date, the resolutions will lapse.

3 Once you have indicated your agreement to the resolutions, you may not revoke that agreement.

4 If you do not agree to all of the above resolutions, you need not do anything. If no response is received from you as indicated above, you will be counted as withholding your agreement to all of the above resolutions.

5 If this document is signed or otherwise approved by an attorney or other representative on behalf of a member, please provide a solicitor's certified or

notarised copy of the relevant power of attorney or other authority to sign when indicating your agreement to the above resolutions, otherwise you may not be counted as agreeing to them.