

COMPANY NUMBER 06537037

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

SAGE OVERSEAS HOLDINGS LIMITED

Circulation date 17 September 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended), we the undersigned sole eligible 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 pass the following resolution as a written resolution and agree that if duly passed, it shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

ORDINARY RESOLUTION

- 1 That the directors be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of GBP3million during the period from the date of the passing of this resolution until the date preceding the fifth anniversary of the date of this resolution and for the purposes of this resolution, the directors may, before the expiry of such period, make offers or agreements before such expiry which would or might require the making of allotments after such expiry

Signatures of eligible members or persons signing on their behalf



For and on behalf of The Sage Group plc

Date 17 September 2013

Note

An ordinary resolution will be passed once members representing a simple majority of the total voting rights of eligible members signify their agreement to it. A special resolution will be passed once members representing 75% of the total voting rights of eligible members signify their agreement to it. In each case, the requisite percentage must be achieved within the period of 28 days beginning on the circulation date specified above.

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 by hand delivery, post, fax or email.

MAIN23919387 1

FRIDAY



A09

A2HS8X0X

27/09/2013

#111

COMPANIES HOUSE

WE CERTIFY THAT THIS IS A
TRUE COPY OF THE ORIGINAL
DOCUMENT
Bond Dickinson LLP
BOND DICKINSON LLP