

Sage Overseas Holdings Limited

Company number 06537037

(the "Company")

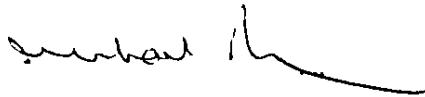
**WRITTEN RESOLUTION**

The undersigned shareholder, being the sole shareholder of all the issued shares in the capital of the Company, hereby resolves in writing that the following resolution shall be adopted as a special resolution of the Company -

**SPECIAL RESOLUTION**

"THAT the issued share capital of the Company be reduced from £2,735,958 to £1 00 by cancelling and extinguishing 2,188,765 of the issued ordinary shares of £1 00 each in the Company (each of which is fully paid up), totalling £2,188,765, and by cancelling and fully extinguishing the share premium account of £0 25 per share in the Company totalling £547,192 The amount by which the share capital and share premium is reduced and cancelled will be credited to retained earnings"

This written resolution shall be deemed to be passed when signed

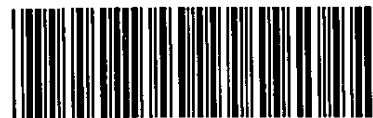


Authorised signatory for and on behalf of

The Sage Group plc

Date 6 July 2015

WEDNESDAY



A23 \*A4C5OKLU\* #251  
22/07/2015  
COMPANIES HOUSE