

SIGNED. *L. Quirke*  
For and on behalf of  
TMF CORPORATE ADMINISTRATION  
SERVICES LIMITED

THE COMPANIES ACT 2006

Dated... 7/07/2011

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

AUTOMATIC DATA PROCESSING LIMITED  
(the "Company")

MONDAY



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COMPANIES HOUSE

We, ADP Network Services Limited, being the sole member of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE in accordance with Chapter 2, Part 13 of the Companies Act 2006 to pass the following as Written Resolution

ORDINARY RESOLUTION

- 1 **THAT** the maximum amount of shares that may be allotted by the Company be increased from £500,000 to £5,500,000 by the creation of 5,000,000 ordinary shares of £1 00 each
- 2 **THAT** the directors be generally and unconditionally authorised, pursuant to Section 550 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £5,000,000 and that this authority be valid from the date of the passing of this resolution for a period not exceeding 5 years (unless previously renewed, varied or revoked by the Company in general meeting) but the Company may make an offers or enter into agreements before the authority expires which would, or might, required shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority conferred by this resolution had not expired

This authority is in substitution for all previous authorities conferred on the directors in accordance with Section 80 of the Companies Act 1985


*Donald McQuirk*  
Signed by  
For and on behalf of  
ADP NETWORK SERVICES LIMITED

Dated 30-06-2011

Notes

- 1 The circulation date of this resolution is 30<sup>th</sup> June 2011] This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date Only such eligible members (or persons duly authorised on their behalf) should sign this resolution
- 2 An eligible member can signify his or its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to an officer of the Company
- 9 2 This resolution must be passed by 26<sup>th</sup> July 2011 If the resolution is not passed by such date it will lapse The agreement of a member to this resolution is ineffective if signified after this date

WE HEREBY CERTIFY THIS TO BE A  
TRUE COPY OF THE ORIGINAL

SIGNED   
For and on behalf of  
TMF CORPORATE ADMINISTRATION  
SERVICES LIMITED

Dated.....7/07/2011.....