

COMPANIES ACT 1985

DCS Group plc

COMPANY LIMITED BY SHARES

COMPANY NO: 00237095

At an extraordinary general meeting of the above-named company, duly convened and held on 27 July 2006 subsequent to the effective time of the acquisition of DCS Group plc by Reynolds & Reynolds UK Holding Limited by way of a scheme of arrangement in accordance with section 425 of the Companies Act 1985, the following resolution was passed as a special resolution:

**SPECIAL RESOLUTION**

**THAT:**

1. the Company be re-registered as a private limited company under section 53 of the Companies Act 1985 (the *Act*) and that on such re-registration its memorandum of association be amended as follows:

- (a) in clause 1 by deleting the words "plc" and by replacing it with the word "limited";
- (b) by deleting clause 2;
- (c) by renumbering the existing clauses 3, 4, 5 and 6 respectively.
- (d) on re-registration of the Company as a private limited company, the regulations contained in the document produced to the meeting marked "A", and initialed by the chairman of the meeting for the purposes of identification, be adopted as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.



Ben Gujral  
*Director*

