

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

AUTOMATIC DATA PROCESSING LIMITED
(the "Company")

THURSDAY



L34KABL6
LD4 27/03/2014 #118
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

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 £7,500,000 (GBP 7.5 million) 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.

... I HEREBY CERTIFY THIS TO BE A
TRUE COPY OF THE ORIGINAL

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

Dated *26 March 2014*

Signed by Maria Black
For and on behalf of
ADP NETWORK SERVICES LIMITED

Dated *24 March* 2014