

Company number: 03974484

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE SOLE MEMBER

of

CORDYS UK LIMITED

(the "Company")

WEDNESDAY



A2MZW73T

A08

11/12/2013

#296

COMPANIES HOUSE

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at a general meeting of the Company (the "eligible member") hereby resolve that Resolutions 1 and 2 shall be duly passed as written special resolutions and Resolutions 3 and 4 shall be duly passed as written ordinary resolutions (the "Resolutions") proposed by the directors of the Company pursuant to sections 288 and 291 of the Companies Act 2006

SPECIAL RESOLUTION

- 1 That the authorised share capital restriction in the Company's Articles of Association shall be removed
- 2 That, subject to the passing of resolution 4, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 4, as if section 561(1) of the Act did not apply to any such allotment

ORDINARY RESOLUTION

- 3 That, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in regulation 5 of the memorandum of association of the Company, which by virtue of section 28 of the Act is treated as a provision of the Company's articles of association, is hereby revoked and deleted
- 4 Subject to the passing of Resolutions 1 and 2, that the directors be generally and unconditionally authorised, in accordance with section 550 of the Companies Act 2006, to allot shares in the Company up to the amount of 10,225,140 Ordinary Shares of £1 each for the purposes of capitalisation

A member can signify its agreement to the above Resolution by returning a signed hard copy to the registered office of the Company or by sending an e-mail to the Company at Christian.Waida@opentext.com identifying the Resolution and indicating its agreement to it

This proposed Written Resolution was circulated to the sole member on 6 December 2013 and the Resolution must be passed by 28 days later if it is not to lapse

Dated 6 December 2013

Signed

Duly authorised signatory of
CORDYS HOLDING B.V.