

Special resolution

Company name: **Cedar HR Software Limited**
Company number: 4139228

Written resolutions of the company

Circulation date:
Date of resolution:

The directors of the company propose the following written resolution which is proposed as a special resolution

SPECIAL RESOLUTION

That the "share capital" of the company is reduced from

- an authorised share capital of 1,000 ordinary shares of £1 each amounting to £1,000.00, and an issued share capital of 12 ordinary shares of £1 amounting to £12.00, together with a balance on share premium account of £2,000.00; to
- an authorised share capital of 1,000 ordinary shares of £1 each amounting to £1,000.00, and an issued share capital of 12 ordinary shares of £1 each amounting to £12.00, together with a balance on share premium account of £nil.

The difference (being £2,000) is to be transferred to a distributable reserve account.

Agreement to written resolution

The undersigned, being the only person entitled on the date set out above to vote on the written resolution, irrevocably agrees to the resolution.

Signed by... *Paul Gibson* Signature.....
(print name of signatory)

for and on behalf of Redac Limited

Date: 24/10/09 .

FRIDAY



A58 *AWRHBFBF* 55
27/11/2009
COMPANIES HOUSE

Cedar HR Software (registered number 4139228)

Minutes of a meeting of the board of directors of the company held at Munro House,
Portsmouth Road, Cobham, Surrey on *25 October 2009*

Present: PD Gibson (chairman)
FM Timothy

1 Notice and quorum

It was noted by the chairman that due notice of the meeting had been given, that a quorum of directors was present and that the meeting was therefore duly constituted.

2 Previous meetings

IT WAS RESOLVED that the minutes of any previous meetings of the directors which had not been considered be held over for consideration at a later date.

5 Purpose of the meeting

It was reported that the meeting had been called in order to adopt a special resolution to reduce the "share capital" of the company.

6 Special resolution

It was reported that a special resolution to reduce the "share capital" of the company by reducing the issued share capital and eliminating the balance on share premium account had been signed and a copy was attached to these minutes.

After due and careful consideration IT WAS RESOLVED that the "share capital" be reduced in accordance with the special resolution.

5 Other forms

A solvency statement made by the directors, a memorandum of capital showing the alteration in the company's share capital and a statement of compliance were produced to the board meeting and copies were attached to these board minutes.

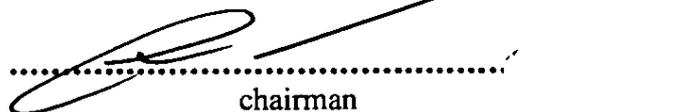
IT WAS RESOLVED to accept these documents.

6 Filing of Forms

The company secretary was instructed to file the special resolution together with all other necessary forms (being the solvency statement, memorandum of capital and statement of compliance) with the Registrar of Companies at Companies House.

7 Close

There being no further business the meeting was closed.


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chairman