THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

AUTOMATIC DATA PROCESSING LIMITED
(the "Company")

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 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.

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

Dated 24 March 2014

SIGNED: ..........................
For and on behalf of  
TMF CORPORATE ADMINISTRATION SERVICES LIMITED

Dated 26 March 2014

CERTIFY THIS TO BE A
TRUE COPY OF THE ORIGINAL