

**Company** OneClickHR PLC  
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**Headline** Recommended Offer by ADP Network Services  
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**OneClickHR plc**

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**RECOMMENDED CASH OFFER  
FOR THE ACQUISITION OF  
ONECLICKHR PLC**

by

**ADP NETWORK SERVICES LIMITED**

**to be effected by means of a  
Scheme of Arrangement  
under Part 26 of the Companies Act 2006**

**Summary:**

- The board of ADP Network Services Limited and the board of OneClickHR Plc are pleased to announce that they have reached agreement on the terms of a recommended cash offer by ADP Network Services for the entire issued and to be issued share capital of OneClickHR to be implemented by means of a scheme of arrangement under Part 26 of the Act.
- ADP Network Services is an indirect wholly-owned subsidiary of Automatic Data Processing, Inc., one of the world's largest providers of business outsourcing solutions.
- OneClickHR Scheme Shareholders who hold Scheme Shares at the Reduction Record Time will receive:

**10.5 pence in cash for each OneClickHR Scheme Share**

This represents a premium of approximately:

- 9.0 per cent. to the Closing Price of 9.6 pence per OneClickHR Share on 14 December 2009, the last Business Day prior to the Announcement Date;

- 13.1 per cent. to the average Closing Price of 9.3 pence per OneClickHR Share for the three months ended on 14 December 2009, the last Business Day prior to the Announcement Date;
  - 21.9 per cent. to the average Closing Price of 8.6 pence per OneClickHR Share for the six months ended on 14 December 2009, the last Business Day prior to the Announcement Date;
  - 52.6 per cent. to the average Closing Price of 6.9 pence per OneClickHR Share for the 12 months ended on 14 December 2009, the last Business Day prior to the Announcement Date;
  - a Revenue Multiple of 2.8x OneClickHR's revenues for the year ended 31 December 2008; and
  - an EBITDA Multiple of 23.2x OneClickHR's EBITDA for the year ended 31 December 2008.
- The OneClickHR Directors, who have been so advised by KBC Peel Hunt, consider the terms of the Proposal to be fair and reasonable. In providing advice to the OneClickHR Directors, KBC Peel Hunt has taken into account the commercial assessments of the OneClickHR Directors. The OneClickHR Directors will unanimously recommend that OneClickHR Shareholders vote in favour of the Scheme Resolutions to be proposed at the Court Meeting and at the General Meeting to give effect to the Proposal as they and their connected persons have irrevocably undertaken to do in respect of their and their connected persons' beneficial holdings of 24,992,154 OneClickHR Shares representing in aggregate approximately 16.8 per cent. of the existing issued ordinary share capital of OneClickHR. In addition, the OneClickHR Directors who hold OneClickHR Options have given irrevocable undertakings to vote in favour of the Scheme Resolutions in respect of OneClickHR Options granted over 6,000,000 OneClickHR Shares (representing in aggregate approximately 3.8 per cent. of the fully diluted share capital of OneClickHR).
  - In addition to the irrevocable undertakings from OneClickHR Directors referred to above, ADP Network Services has also received irrevocable undertakings from certain other OneClickHR Shareholders to vote their aggregate holding of 74,344,608 OneClickHR Shares (constituting 50.0 per cent. of the existing issued ordinary share capital of OneClickHR) in favour of the Scheme. A summary of the undertakings and the conditions on which they lapse are set out in paragraph 4 below.
  - In aggregate, therefore, the Proposal is supported by OneClickHR Shareholders holding 99,336,762 OneClickHR Shares representing approximately 66.8 per cent. of the existing share capital of OneClickHR. With the addition of the irrevocable undertakings given by certain OneClickHR Directors in the respect of the OneClickHR Options referred to above, ADP Network Services has received, in aggregate, undertakings to vote in favour of the Scheme Resolutions in respect of approximately 66.9 per cent. of the fully diluted share capital of OneClickHR.
  - The Proposal will be subject, amongst other things, to the sanction of the Court and the approval of the OneClickHR Shareholders. The Scheme Document, setting out full details of the Proposal and the procedures to be followed by OneClickHR Shareholders to approve the Scheme, together with the Forms of Proxy, will be posted to OneClickHR Shareholders and, for information only, to participants in the OneClickHR Option Schemes, as soon as practicable and in any event within 28 days of this Announcement, unless otherwise agreed with the Panel.
  - The Proposal will be conditional upon the Scheme becoming unconditional and becoming effective by not later than 14 March 2010 or such later date (if any) as OneClickHR and ADP Network Services may, with the consent of the Panel, agree and (if required) the Court may allow.

Commenting on the transaction, Frank Beechinor-Collins, Chief Executive Officer of OneClickHR, said:

"The combination of the ADP and OneClickHR businesses is an excellent business fit which will benefit customers and staff of OneClickHR and represents good value for shareholders."

Commenting on the transaction, Don McGuire, Managing Director of ADP Network Services, said:

"I am truly very excited about this transaction and look forward to welcoming OneClickHR to the ADP family and growing the combined business in the years to come."

This summary should be read in conjunction with the full text of the following announcement and the Appendices. The Scheme will be subject to the conditions set out in Appendix I to this announcement and to the further terms to be set out in the Scheme Document. The Scheme Document is expected to be sent to OneClickHR Scheme Shareholders on or about 22 December 2009 and the anticipated timetable for implementation of the Scheme will be set out therein. The anticipated date for posting of the Scheme Document is based on OneClickHR's current expectations and may be subject to change.

If the expected dates of the Court Hearings are changed then OneClickHR will give adequate notice of that change by issuing an announcement through a Regulatory Information Service.

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*Terms used in this summary shall have the meaning given to them in the full announcement. All times referred to are London times unless otherwise stated.*

*Mooreland Partners LLP, which is authorised and regulated in the United Kingdom by the Financial Services Authority for investment business, is acting exclusively for the ADP Group and no one else in relation to the Proposal and will not be responsible to anyone other than the ADP Group for providing the protections afforded to clients of Mooreland Partners LLP or for providing advice in relation to the Proposal.*

*KBC Peel Hunt is acting exclusively for OneClickHR and no one else in relation to the Scheme and will not be responsible to anyone other than OneClickHR for providing the protections afforded to*

*clients of KBC Peel Hunt or for providing advice in relation to the Proposal, the Scheme or any matter or arrangement referred to in this announcement.*

*This announcement is not intended to, and does not, constitute or form part of any offer to sell or an invitation to purchase any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Proposal or otherwise. The Proposal will be made solely through the Scheme Document, which will contain the full terms and conditions of the Proposal, including details of how to vote in respect of the Proposal. Any acceptance or other response to the Proposal should be made only on the basis of the information in the Scheme Document. OneClickHR Shareholders are advised to read carefully the formal documentation in relation to the Scheme once it has been dispatched.*

*The distribution of this announcement in jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves about, and observe, any applicable requirements. This announcement has been prepared for the purpose of complying with English law and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England.*

*Copies of this announcement are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving this announcement (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from any Restricted Jurisdiction. If the acquisition of OneClickHR is implemented by way of an Offer (unless otherwise determined by ADP Network Services and permitted by applicable law and regulation), the Offer may not be made, directly or indirectly, in or into or by the use of the mails of, or by any other means or instrumentality (including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facility of a national state or securities exchange of any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facility.*

#### ***Cautionary Note Regarding Forward Looking Statements***

*This announcement contains certain forward-looking statements with respect to the financial condition, results of operations and business of OneClickHR and/or the ADP Group and certain plans and objectives of the board of directors of OneClickHR, ADP and ADP Network Services with respect thereto. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as anticipate, target, expect, estimate, intend, plan, goal, believe, will, may, should, would, could or other words of similar meaning. These statements are based on assumptions and assessments made by the boards of directors of OneClickHR, ADP or ADP Network Services, as appropriate, in the light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe appropriate. By their nature, forward-looking statements involve risk and uncertainty, and the factors described in the context such forward-looking statements in this announcement could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements.*

*With respect to ADP and ADP Network Services, factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include: ADP's success in obtaining, retaining and selling additional services to clients; the pricing of products and services; changes in laws regulating payroll taxes, professional employer organizations and employee benefits; overall market and economic conditions, including interest rate and foreign currency trends; competitive conditions; auto sales and related industry changes; employment and wage levels; changes in technology; availability of skilled technical associates and the impact of new acquisitions and divestitures.*

*Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein. OneClickHR, ADP*

*and ADP Network Services assume no obligation to update or correct the information contained in this announcement.*

### ***Dealing Disclosure Requirements***

*Under the provisions of Rule 8.3 of the Takeover Code, if any person is, or becomes, "interested" (directly or indirectly) in one per cent. or more of any class of "relevant securities" of OneClickHR, all "dealings" in any "relevant securities" of that company (including by means of an option in respect of, or a derivative referenced to, any such "relevant securities") must be publicly disclosed by no later than 3.30 p.m. (London time) on the London business day following the date of the relevant transaction. This requirement will continue until the date on which the Scheme becomes effective or the Proposal lapses or is otherwise withdrawn, or on which the "offer period" otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an "interest" in "relevant securities" of OneClickHR, they will be deemed to be a single person for the purpose of Rule 8.3.*

*Under the provisions of Rule 8.1 of the Takeover Code, all "dealings" in "relevant securities" of OneClickHR by the ADP Group, or by OneClickHR, or any of their respective "associates", must be disclosed by no later than 12.00 noon (London time) on the London business day following the date of the relevant transaction. A disclosure table, giving details of the companies in whose "relevant securities" "dealings" should be disclosed, and the number of such securities in issue, can be found on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk)*

*"Interests in securities" arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an "interest" by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.*

*Terms in quotation marks are defined in the Takeover Code, which can also be found on the Takeover Panel's website. If you are in any doubt as to whether or not you are required to disclose a "dealing" under Rule 8, you should consult the Takeover Panel.*

*In accordance with Rule 2.10 of the Takeover Code, OneClickHR confirms that as at 14 December 2009 (the last practical date prior to this announcement) it had 148,760,142 OneClickHR Shares in issue and admitted to trading on the London Stock Exchange's AIM market under the UK ISIN Code GB0004332085.*

*ADP Network Services reserves its rights, with consent of the Takeover Panel, to implement its acquisition of OneClickHR by way of a takeover offer under the Takeover Code.*

**RECOMMENDED CASH OFFER  
FOR THE ACQUISITION OF  
ONECLICKHR PLC**

by

**ADP NETWORK SERVICES LIMITED**

**to be effected by means of a  
Scheme of Arrangement  
under Part 26 of the Companies Act 2006**

**1. Introduction**

The board of ADP Network Services Limited and the board of OneClickHR Plc are pleased to announce that they have reached agreement on the terms of a recommended cash offer by ADP Network Services for the entire issued and to be issued share capital of OneClickHR to be implemented by means of a scheme of arrangement under Part 26 of the Act.

**2. The Scheme**

It is intended that the Proposal will be effected by way of a Court approved scheme of arrangement under Part 26 of the Act. Under the terms of the Scheme, which will be subject to the Conditions set out in Appendix I of this announcement, OneClickHR Scheme Shareholders who hold Scheme Shares at the Reduction Record Time will receive:

**10.5 pence in cash for each OneClickHR Scheme Share**

This represents a premium of approximately:

- 9.0 per cent. to the Closing Price of 9.6 pence per OneClickHR Share on 14 December 2009, the last Business Day prior to the Announcement Date;
- 13.1 per cent. to the average Closing Price of 9.3 pence per OneClickHR Share for the three months ended on 14 December 2009, the last Business Day prior to the Announcement Date;
- 21.9 per cent. to the average Closing Price of 8.6 pence per OneClickHR Share for the six months ended on 14 December 2009, the last Business Day prior to the Announcement Date;
- 52.6 per cent. to the average Closing Price of 6.9 pence per OneClickHR Share for the 12 months ended on 14 December 2009, the last Business Day prior to the Announcement Date;
- a Revenue Multiple of 2.8x OneClickHR's revenues for the year ended 31 December 2008; and
- an EBITDA Multiple of 23.2x OneClickHR's EBITDA for the year ended 31 December 2008.

**3. Directors' Recommendation and Irrevocable Undertakings**

The OneClickHR Directors, who have been so advised by KBC Peel Hunt, consider the terms of the Proposal to be fair and reasonable. In providing its advice, KBC Peel Hunt has taken into account the commercial assessments of the OneClickHR Directors. Accordingly, the OneClickHR Directors intend unanimously to recommend that OneClickHR Shareholders vote in favour of the Scheme Resolutions to be proposed at the Court Meeting and at the General Meeting to give effect to the Proposal as those OneClickHR Directors and their connected persons with an interest in OneClickHR Shares have irrevocably undertaken to do (or procure their connected persons to do) in respect of their and their connected persons' beneficial holdings of 24,992,154 OneClickHR Shares and/or, where

applicable, in respect of OneClickHR Options granted over 6,000,000 OneClickHR Shares as summarised in paragraph 4 below.

#### **4. Shareholdings and undertakings to vote in favour of the Scheme**

ADP Network Services has received irrevocable undertakings to vote in favour of the Scheme Resolutions from the OneClickHR Directors and their connected persons, who own OneClickHR Shares in respect of their own and their connected persons' beneficial holdings of 24,992,154 OneClickHR Shares (representing approximately 16.8 per cent. of the existing issued ordinary share capital of OneClickHR). In addition, the OneClickHR Directors who hold OneClickHR Options have given irrevocable undertakings to vote in favour of the Scheme Resolutions in respect of OneClickHR Options granted over 6,000,000 OneClickHR Shares (representing in aggregate approximately 3.8 per cent. of the fully diluted share capital of OneClickHR). The undertakings given are as follows:

- Lord Sheppard of Didgemere in respect of 4,500,000 OneClickHR Shares representing approximately 3.0 per cent. of the total issued share capital of OneClickHR.
- Frank Beechinor-Collins in respect of 100,910 OneClickHR Shares representing less than 0.1 per cent. of the total issued share capital of OneClickHR and in respect of OneClickHR Options over 2,000,000 OneClickHR Shares representing approximately 1.3 per cent. of the fully diluted share capital of OneClickHR.
- The Curra Trust, being a trust established for the benefit of persons connected to Frank Beechinor-Collins, in respect of 8,460,705 OneClickHR Shares representing approximately 5.7 per cent. of the total issued share capital of OneClickHR.
- Mark Loveland in respect of 3,287,879 OneClickHR Shares representing approximately 2.2 per cent. of the total issued share capital of OneClickHR.
- Peter Sedman in respect of 8,642,660 OneClickHR Shares representing approximately 5.8 per cent. of the total issued share capital of OneClickHR and in respect of OneClickHR Options over 1,000,000 OneClickHR Shares representing approximately 0.6 per cent. of the fully diluted share capital of OneClickHR.
- Stephen Oliver in respect of OneClickHR Options over 1,500,000 OneClickHR Shares representing approximately 1.0 per cent. of the fully diluted share capital of OneClickHR.
- Trevor Townsend in respect of OneClickHR Options over 1,500,000 OneClickHR Shares representing approximately 1.0 per cent. of the fully diluted share capital of OneClickHR.

All of these undertakings will continue to be binding even in the event of a higher offer for OneClickHR being announced and cannot be withdrawn other than in the event of the Scheme lapsing or being withdrawn or if the Scheme Effective date has not occurred by 14 March 2010.

In addition to the irrevocable undertakings from OneClickHR Directors referred to above, ADP Network Services has also received irrevocable undertakings from the entities named below to vote their aggregate holding of 74,344,608 OneClickHR Shares (constituting 50.0 per cent. of the existing issued ordinary share capital of OneClickHR) in favour of the Scheme as follows:

- Herald Investment Management Limited in respect of 38,877,862 OneClickHR Shares representing approximately 26.1 per cent. of the total issued share capital of OneClickHR.
- IS Partners Investment Solutions AG in respect of 31,166,746 OneClickHR Shares representing approximately 21.0 per cent. of the total issued share capital of OneClickHR.
- David Newton in respect of 4,300,000 OneClickHR Shares representing approximately 2.9 per cent. of the total issued share capital of OneClickHR.

Save as set out below, these undertakings will continue to be binding even in the event of a higher offer for OneClickHR being announced and cannot be withdrawn other than in the event of the Scheme lapsing or being withdrawn or if the Scheme Effective Date has not occurred by 14 March 2010.

To the extent an offer is made by a third party for the entire issued share capital of the Company at a price per share (whether in cash or otherwise) which on the date on which such announcement is made is at least 10 per cent. higher than the Offer Price the undertakings given by IS Partners Investment Solutions AG and David Newton shall lapse. To the extent a third party announces a firm intention to make an offer for the entire issued share capital of OneClickHR, and the value of the consideration (whether in cash or otherwise) on the date of such announcement, in the written opinion of the financial adviser of OneClickHR, represents an increase of more than 10 per cent. of the value of the consideration being offered under the Proposal, the undertaking given by Herald Investment Management Limited shall lapse.

In aggregate, therefore, ADP Network Services has received irrevocable undertakings to vote in favour of the Scheme Resolutions in respect of 99,336,762 OneClickHR Shares, representing approximately 66.8 per cent. of the existing issued share capital of OneClickHR. With the addition of the irrevocable undertakings given by certain OneClickHR Directors in the respect of the OneClickHR Options referred to above, ADP Network Services has received, in aggregate, undertakings to vote in favour of the Scheme Resolutions in respect of approximately 66.9 per cent. of the fully diluted share capital of OneClickHR.

The implementation of the Scheme will require approval by a special resolution of Shareholders to be proposed at the General Meeting. The Scheme will also require separate approval by OneClickHR Scheme Shareholders at the Court Meeting (at which voting will be conducted by way of a poll). The approval required at the Court Meeting is a majority in number of those OneClickHR Scheme Shareholders present and voting, whether in person or by proxy, representing not less than 75 per cent. in value of the OneClickHR Scheme Shares held by such shareholders.

The implementation of the Scheme can only take place if all the Conditions have been satisfied or, where relevant, waived. Assuming the satisfaction or, where relevant, waiver of the Conditions, the Scheme will become effective on the later of the delivery to the Registrar of Companies in England and Wales by OneClickHR of the Scheme Court Order and the registration by the Registrar of Companies in England and Wales of the Reduction Court Order. Once the Scheme becomes effective, it will be binding on all OneClickHR Shareholders whether or not they voted in favour of the Scheme.

## **5. Reasons for the Proposal**

ADP and the OneClickHR Directors expect the OneClickHR business to grow in the years to come as part of the ADP Group by leveraging in selected markets the capabilities built into OneClickHR's software products coupled with the support of ADP's global footprint and significant financial strength.

ADP believes that the OneClickHR software products offer rich functionality and are well designed to meet the human resource management needs of today's marketplace. ADP plans to market OneClickHR's key products with ADP's industry leading payroll administration offering in selected markets and believes that such a combination will result in a comprehensive solution for ADP's and the Company's existing clients, as well as any future customer prospects.

## **6. Background to and reasons for the recommendation of the Proposal**

OneClickHR has achieved many of the objectives it established when it first issued shares to the public on its admission to trading on AIM in 2000. In particular, it has delivered a suite of modern software products which are sold to a broad range of customers. However, in common with many other small companies, the operational successes have not translated into sustained revenue growth and consequently the scale of operations is smaller than the OneClickHR Directors would wish.

OneClickHR has benefited from increased focus leading to improved profitability, but the OneClickHR Board believes that it has not been possible to achieve the requisite scale and growth to justify the Company's status as an AIM quoted company (with the regulation and cost burden that

this entails). The OneClickHR Directors are confident that the products offered by the Company are attractive, and believe in the potential for growth offered in international markets; however they also recognise that the global economic outlook is currently uncertain and unlikely to improve materially in the short term.

Whilst the OneClickHR Directors believe that there is scope for growth and expansion, the risks associated with achieving both further growth and overseas expansion are, for a small company, greater than in the past. The OneClickHR Directors recognise that OneClickHR as an organisation should, with the backing of a large organisation such as ADP, gain additional credibility and market presence and subsequently be better placed to achieve growth.

The current share price of OneClickHR represents multiples of revenues and earnings that are significantly ahead of market averages. The market for smaller quoted company shares is such that even if business growth targets are achieved and earnings grow, then there is no certainty that OneClickHR's future share price will reflect that growth.

The Offer Price is 10.5 pence per share in cash. With the exception of only three days, this is at a premium to the closing mid-market price that has prevailed in the last five years. Considering the opportunities and risks faced by the Company, and having been so advised by KBC Peel Hunt, the OneClickHR Directors are of the opinion that the Offer provides a fair and reasonable valuation. In particular, and against the background of the illiquid nature of the market in the trading of OneClickHR Shares, the Offer gives OneClickHR Shareholders the certainty of receiving a definitive price in cash, free of any dealing costs.

Taking all of the above factors into account, the OneClickHR Directors believe that the Offer is in the best interests of OneClickHR Shareholders and therefore intend unanimously to recommend that OneClickHR Shareholders vote in favour of the Proposal.

## **7. Information relating to the OneClickHR Group**

OneClickHR is an HR solutions provider offering HR software, training services and outsourced HR solutions. OneClickHR markets its products and services under the Vizual brand name and via the [OneClickHR.com](http://OneClickHR.com) website. The business was established in 1996 and admitted to trading on AIM (part of the London Stock Exchange) in 2000.

With over 170 staff and offices in Beckenham, Weston-Super-Mare and Chennai, India, the OneClickHR Group provides products aimed at reducing the traditional administration associated with HR processes.

## **8. Current Trading and Prospects of the OneClickHR Group**

The business has continued to perform well continuing with the positive momentum previously reported by OneClickHR in the first half of the financial year. Revenue for the 6 month period ended 30 June 2009 was £3,258,000 (2008: £2,725,000) an increase of 20 per cent. Sales from international markets remain encouraging, and the OneClickHR Directors believe the opportunity for further overseas business remains significant. Since OneClickHR announced its first customer contract in North America, sales momentum has remained positive with continuing sales in North America since the announcement of OneClickHR's half yearly results on 3 September 2009.

However, the uncertain economic environment in the UK continues with IT budgets remaining under pressure, and the OneClickHR Directors therefore view the future with measured confidence. OneClickHR's approach of providing the highest levels of functionality combined with innovative technology will, it hopes, enable it to maintain a competitive advantage in its market and win new business.

The combination of new client wins and 'follow-on' consulting business from existing customers means that the size and diversity of OneClickHR's customer base is increasing. The OneClickHR

Directors believe that this should help mitigate the risks posed by the unsettled economic environment.

### **9. Information relating to the ADP Group**

ADP Network Services is a private limited company incorporated in England and has traded since its incorporation in 1967. ADP Network Services is an indirect, wholly-owned subsidiary of ADP.

ADP, incorporated in Delaware in 1961 and based in Roseland, NJ, United States of America, is one of the world's largest providers of business outsourcing solutions. Leveraging 60 years of experience, ADP offers a wide range of human resource (HR), payroll, tax and benefits administration solutions from a single source. ADP's easy-to-use, cost-effective solutions for employers provide superior value to companies of all types and sizes. ADP is also a leading provider of integrated computing solutions to automotive, heavy truck, motorcycle, marine, recreational vehicle and heavy machinery dealers throughout the world.

For the fiscal year ended 30 June 2009, ADP had revenues of \$8.9 billion. ADP is listed on the NASDAQ Global Select Market and on the Chicago Stock Exchange, and had a market capitalisation of approximately \$21.6 billion as at 11 December 2009 (being the latest reasonably practicable date prior to posting of this announcement).

### **10. Directors and Employees and the effect of the Scheme on their interests**

ADP Network Services has advised the OneClickHR Directors that the Board of ADP Network Services recognises the importance of the skills and expertise of the existing employees of OneClickHR and believes that opportunities for them will be enhanced in the event that the Scheme becomes effective. ADP Network Services' business is largely payroll focused and as such it expects that the extensive HR knowledge and expertise of the OneClickHR employees will be highly complimentary.

ADP Network Services has given assurances that, following the Scheme becoming effective, the existing employment rights, including accrued pension rights, of OneClickHR's employees will be fully safeguarded and its plans for OneClickHR do not include any material changes in the conditions of employment of OneClickHR employees.

The OneClickHR Directors have agreed to resign from the Board of OneClickHR on the Scheme Effective Date, however, those OneClickHR Directors who currently have executive responsibilities will continue as employees of OneClickHR following the Scheme Effective Date.

ADP Network Services does not intend to redeploy the fixed assets of OneClickHR and there are currently no proposed changes to the location of the places of business of OneClickHR.

### **11. Effect of the Proposal on the OneClickHR Option Schemes**

OneClickHR Optionholders will be sent further details in due course pursuant to Rule 15 of the Takeover Code regarding the impact of the Scheme on their outstanding options under the OneClickHR Option Schemes and the actions that they can take.

### **12. Financing**

The Cash Consideration will be funded from existing cash balances available to ADP Network Services.

Mooreland Partners, financial adviser to the ADP Group, has confirmed that it is satisfied that sufficient resources are available to ADP Network Services to satisfy the full Cash Consideration payable to OneClickHR Scheme Shareholders under the terms of the Scheme.

### **13. Scheme of Arrangement**

It is intended that the Scheme will be effected by means of a Court approved scheme of arrangement between OneClickHR and the OneClickHR Scheme Shareholders under Part 26 of the Act (ADP Network Services reserves, subject to the consent of the Takeover Panel, the right to elect to effect the acquisition of OneClickHR by way of an Offer). The purpose of the Scheme is to enable ADP Network Services, or one of its wholly owned subsidiaries, to become the owner of the entire issued share capital of OneClickHR. The procedure involves an application by OneClickHR to the Court to sanction the Scheme and to confirm the reduction and cancellation of the Scheme Shares, in consideration for which the OneClickHR Scheme Shareholders will receive the Cash Consideration. Under the Scheme each Scheme Share will be cancelled and New OneClickHR Shares will be issued fully paid to ADP Network Services or such wholly owned subsidiary of ADP Network Services as it may designate. The reserve arising from such cancellation of Scheme Shares will be applied in paying up in full such New OneClickHR Shares.

To become effective the Scheme requires, amongst other things, the approval of a majority in number of the OneClickHR Scheme Shareholders present and voting at the Court Meeting, either in person or by proxy, representing not less than 75 per cent. in value of the Scheme Shares held by such OneClickHR Scheme Shareholders.

Implementation of the Scheme will also require the passing of the Special Resolutions at the General Meeting. The Special Resolutions will require the approval of OneClickHR Scheme Shareholders representing at least 75 per cent. of the votes cast at the General Meeting.

Following the Meetings, the Scheme will only become effective following sanction by the Court of the Scheme and confirmation by the Court of the Capital Reduction and delivery of the Court Orders to and, in the case of the Capital Reduction, registration of the Court Order by, the Registrar of Companies.

Upon the Scheme becoming effective, it will be binding on all OneClickHR Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the General Meeting.

Further details of the Scheme will be contained in the Scheme Document.

The implementation of the Scheme is further subject to the satisfaction or waiver of all the Conditions, which are set out in Appendix I to this announcement.

### **14. Implementation Agreement and Break Fee**

On 14 December 2009, OneClickHR and ADP Network Services entered into the Implementation Agreement, pursuant to which each of them has undertaken (subject to and taking into account the statutory and fiduciary duties of their respective directors), amongst other things, to take or consent to be taken all such steps as are within its power and are necessary and reasonable to implement the Proposal and to achieve satisfaction of the Conditions to the Proposal as set out in Appendix I of this announcement as soon as reasonably practicable, and to co-operate together in the publication of all documents and the taking of all necessary steps in order to give effect to the Scheme. Pursuant to the Implementation Agreement OneClickHR has undertaken to conduct its business in accordance with an agreed set of principles and not materially alter the nature or scope of its business or take any action which would be reasonably likely to materially delay or prejudice the Proposal. The Implementation Agreement also contains details of a break fee, as an inducement to ADP Network Services proceeding with the Proposal. Under the agreement, OneClickHR has agreed to pay ADP Network Services a break fee of one per cent. of the gross value of the Proposal if certain specified circumstances occur including, but not limited to, withdrawal or adverse modification or qualification by OneClickHR of the recommendation of the Proposal once it has already been recommended; completion of a competing proposal; and failure of the Proposal to become effective as a result of breach by OneClickHR of the terms of the Implementation Agreement.

Nothing in the Implementation Agreement obliges OneClickHR to pay any amount which the Panel determines would not be permitted by Rule 21.2 of the Takeover Code.

#### **15. Disclosure of interests in OneClickHR**

As at close of business on 14 December 2009, neither ADP Network Services, ADP, nor any of the ADP Directors, any of the ADP Network Services Directors, nor any persons connected with such directors, owned or controlled or was interested in, directly or indirectly, nor had any right to subscribe for, or any short position in relation to, nor borrowed or lent, any relevant securities of OneClickHR nor had any such person dealt in any relevant securities of OneClickHR during the disclosure period.

#### **16. De-Listing**

The London Stock Exchange will be requested to cancel the trading in OneClickHR Shares on AIM with effect from 7.00 a.m. on the Scheme Effective Date. The last day of dealings in OneClickHR Shares on AIM is currently expected to be 4 February 2010 and no transfers of OneClickHR Shares will be registered after 6.00 p.m. on that date. On the Scheme Effective Date, share certificates in respect of OneClickHR Shares will cease to be valid and should, if so requested by the London Stock Exchange, be sent to OneClickHR. In addition, entitlements to OneClickHR Shares held within the CREST system will be cancelled on the Scheme Effective Date.

#### **17. Anticipated Timetable**

OneClickHR anticipates that it will dispatch the Scheme Document to OneClickHR Shareholders and, for information only, to holders of options granted under the OneClickHR Option Schemes within the next 28 days (or such later date as may be agreed with the Panel); that the Court Meeting and the General Meeting will take place during January 2010; and subject to the Scheme becoming unconditional and effective in accordance with its terms, the Scheme Effective Date will occur in February 2010. The timing of events which relate to the implementation of the Scheme is, however, subject to the approval of the Court and is therefore subject to change. A full anticipated timetable will be set out in the Scheme Document.

If the Proposal does not become effective by 14 March 2010, the Proposal will lapse.

#### **18. Overseas Shareholders**

The distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements. It is the responsibility of each of the overseas OneClickHR Shareholder to satisfy itself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental exchange control or other consents which may be required or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

#### **19. General**

The Scheme will be subject to the Conditions and to the further terms set out in this announcement and the Scheme Document. The Scheme Document will include full details of the Scheme, together with notices of the OneClickHR Court Meeting and the OneClickHR General Meeting.

In deciding whether or not to vote in favour of the Scheme, OneClickHR Scheme Shareholders should rely on the information contained in, and follow the procedures described in, the Scheme Document and accompanying Forms of Proxy.

The Scheme will be governed by the laws of England and Wales and be subject to the applicable requirements of the Takeover Code, the Takeover Panel and the London Stock Exchange.

The implications of the Scheme for persons not resident in the UK may be affected by the laws of the relevant jurisdiction. Any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves about and observe any applicable requirements.

This announcement is available in "read-only" format and can be printed from the OneClickHR website: <http://www.oneclickhrplc.com/>. OneClickHR will provide within two business days, without charge, to each person to whom a copy of this announcement has been delivered, upon such person's written or verbal request, a hard copy of this announcement. Hard copies of this announcement will not be provided unless such a request is made. Requests for hard copies of any such document should be directed to the Company Secretary of OneClickHR by telephoning 0844 770 0250 during normal business hours on any Business Day prior to the Scheme Effective Date.

If so requested by ADP Network Services, OneClickHR will under the Takeover Code, be obliged to provide ADP Network Services with details of addresses, electronic addresses and other information provided to OneClickHR by OneClickHR Shareholders and other persons for the receipt of documents, announcements and other information from OneClickHR and details of elections made by OneClickHR Shareholders and other persons to receive communications from OneClickHR in hard copy form.

*Enquiries:*

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*Terms used in this summary shall have the meaning given to them in the full announcement. All times referred to are London times unless otherwise stated.*

*Mooreland Partners LLP, which is authorised and regulated in the United Kingdom by the Financial Services Authority for investment business, is acting exclusively for the ADP Group and no one else in relation to the Proposal and will not be responsible to anyone other than the ADP Group for providing the protections afforded to clients of Mooreland Partners LLP or for providing advice in relation to the Proposal.*

*KBC Peel Hunt is acting exclusively for OneClickHR and no one else in relation to the Scheme and will not be responsible to anyone other than OneClickHR for providing the protections afforded to clients of KBC Peel Hunt or for providing advice in relation to the Proposal, the Scheme or any matter or arrangement referred to in this announcement.*

*This announcement is not intended to, and does not, constitute or form part of any offer to sell or an invitation to purchase any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Proposal or otherwise. The Proposal will be made solely through the Scheme Document, which will contain the full terms and conditions of the Proposal, including details of how to vote in respect of the Proposal. Any acceptance or other response to the Proposal should be made*

*only on the basis of the information in the Scheme Document. OneClickHR Shareholders are advised to read carefully the formal documentation in relation to the Scheme once it has been despatched.*

*The distribution of this announcement in jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves about, and observe, any applicable requirements. This announcement has been prepared for the purpose of complying with English law and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England.*

*Copies of this announcement are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving this announcement (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from any Restricted Jurisdiction. If the acquisition of OneClickHR is implemented by way of an Offer (unless otherwise determined by ADP Network Services and permitted by applicable law and regulation), the Offer may not be made, directly or indirectly, in or into or by the use of the mails of, or by any other means or instrumentality (including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facility of a national state or securities exchange of any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facility.*

#### **Cautionary Note Regarding Forward Looking Statements**

*This announcement contains certain forward-looking statements with respect to the financial condition, results of operations and business of OneClickHR and/or the ADP Group and certain plans and objectives of the board of directors of OneClickHR, ADP and ADP Network Services with respect thereto. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as anticipate, target, expect, estimate, intend, plan, goal, believe, will, may, should, would, could or other words of similar meaning. These statements are based on assumptions and assessments made by the boards of directors of OneClickHR, ADP or ADP Network Services, as appropriate, in the light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe appropriate. By their nature, forward-looking statements involve risk and uncertainty, and the factors described in the context of such forward-looking statements in this announcement could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements.*

*With respect to ADP and ADP Network Services, factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include: ADP's success in obtaining, retaining and selling additional services to clients; the pricing of products and services; changes in laws regulating payroll taxes, professional employer organizations and employee benefits; overall market and economic conditions, including interest rate and foreign currency trends; competitive conditions; auto sales and related industry changes; employment and wage levels; changes in technology; availability of skilled technical associates and the impact of new acquisitions and divestitures.*

*Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein. OneClickHR, ADP and ADP Network Services assume no obligation to update or correct the information contained in this announcement.*

#### **Dealing Disclosure Requirements**

*Under the provisions of Rule 8.3 of the Takeover Code, if any person is, or becomes, "interested" (directly or indirectly) in one per cent. or more of any class of "relevant securities" of OneClickHR, all "dealings" in any "relevant securities" of that company (including by means of an option in respect of, or a derivative referenced to, any such "relevant securities") must be publicly disclosed by no later than 3.30 p.m. (London time) on the London business day following the date of the relevant*

*transaction. This requirement will continue until the date on which the Scheme becomes effective or the Proposal lapses or is otherwise withdrawn, or on which the "offer period" otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an "interest" in "relevant securities" of OneClickHR, they will be deemed to be a single person for the purpose of Rule 8.3.*

*Under the provisions of Rule 8.1 of the Takeover Code, all "dealings" in "relevant securities" of OneClickHR by the ADP Group, or by OneClickHR, or any of their respective "associates", must be disclosed by no later than 12.00 noon (London time) on the London business day following the date of the relevant transaction. A disclosure table, giving details of the companies in whose "relevant securities" "dealings" should be disclosed, and the number of such securities in issue, can be found on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk)*

*"Interests in securities" arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an "interest" by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.*

*Terms in quotation marks are defined in the Takeover Code, which can also be found on the Takeover Panel's website. If you are in any doubt as to whether or not you are required to disclose a "dealing" under Rule 8, you should consult the Takeover Panel.*

*In accordance with Rule 2.10 of the Takeover Code, OneClickHR confirms that as at 14 December (the last practical date prior to this announcement) it had 148,760,142 OneClickHR Shares in issue and admitted to trading on the London Stock Exchange's AIM market under the UK ISIN Code GB0004332085.*

*ADP Network Services reserves its rights, with consent of the Takeover Panel, to implement its acquisition of OneClickHR by way of a takeover offer under the Takeover Code.*

## **APPENDIX I: Conditions to the Proposal and Implementation of the Scheme**

1. The Acquisition will, if it is implemented by way of the Scheme, be conditional upon the Scheme becoming unconditional and becoming effective by not later than 14 March 2010 or such later date (if any) as OneClickHR and ADP Network Services may, with the consent of the Panel, agree and (if required) the Court may allow.
2. The Scheme will also be conditional upon:
  - (a) approval of the Scheme by a majority in number of OneClickHR Scheme Shareholders who vote representing 75 per cent. or more in nominal value of the Scheme Shares present and voting, either in person or by proxy, at the Court Meeting and at any separate class meeting which may be required by the Court or at any adjournment of that Court Meeting; and
  - (b) the resolution required to approve and implement the Scheme as set out in the notice of General Meeting in the Scheme Document being duly passed by the requisite majority at the OneClickHR General Meeting or at any adjournment thereof; and
  - (c) the sanction with or without modification (but subject to any such modification being on terms acceptable to OneClickHR and ADP Network Services) of the Scheme and the confirmation of the Capital Reduction by the Court and the delivery of an office copy of each of the Court Orders and the statement of capital confirming such reduction of capital to the Registrar of Companies in England and Wales and the registration, in relation to the Court Order confirming the Capital Reduction, of such Court Order by him.
3. OneClickHR and ADP Network Services have agreed that, subject as stated in condition 4 below, the Scheme will be conditional upon the following matters and, accordingly, the necessary actions to make the proposed acquisition of OneClickHR by ADP Network Services effective will only be taken upon the following Conditions (as amended if appropriate) having been satisfied or waived:

- (a) no government or governmental, quasi-governmental, supranational, statutory or regulatory body or association, institution or agency (including any trade agency) or any court or other body (including any professional or environmental body) or person in any relevant jurisdiction (each a “**Relevant Authority**”) having given written notice of a decision to take, institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference or enacted, made or announced a decision to make any statute, regulation or order that would or would be reasonably expected to:
  - (i) make the Scheme or its implementation void, unenforceable or illegal under the laws of any relevant jurisdiction or directly or indirectly prohibit or otherwise restrict, prevent or frustrate or otherwise delay or interfere with the implementation of, or impose additional conditions or obligations with respect to, or otherwise challenge or interfere with the Scheme;
  - (ii) require, prevent or materially delay the divestiture (or alter the terms of any proposed divestiture) by any member of the ADP Group or by any member of the Wider OneClickHR Group of all or any part of their respective businesses, assets or properties or of any OneClickHR Shares or other securities in OneClickHR or impose any material limitation on their ability to conduct all or any part of their respective businesses and to own or control any of their respective material assets or properties which, in any such case, is material in the context of the Wider OneClickHR Group taken as a whole or the ADP Group taken as a whole as the case may be;
  - (iii) impose any limitation on, or result in any material delay in, the ability of any member of the ADP Group to acquire or hold or to exercise effectively, directly or indirectly, all or any rights of ownership of shares or other securities (or the equivalent) in, or to exercise voting or management control over, any member of the Wider OneClickHR Group or on the ability of any member of the Wider OneClickHR Group to hold or exercise effectively, directly or indirectly, all or any rights of ownership of shares or other securities (or the equivalent) in, or to exercise management control over, any other member of the Wider OneClickHR Group which, in any such case, is material in the context of the Wider OneClickHR Group taken as a whole;
  - (iv) require any member of the Wider ADP Group or of the Wider OneClickHR Group to acquire or offer to acquire any shares or other securities (or the equivalent) in any member of the Wider OneClickHR Group or any asset owned by any third party (other than in the implementation of the Scheme) which, in any such case, is material in the context of the Wider OneClickHR Group taken as a whole; or
  - (v) impose any limitation on the ability of any member of the Wider OneClickHR Group to conduct or integrate or co-ordinate its business, or any part of it, with the businesses or any part of the businesses of any other member of the Wider OneClickHR Group which, in any such case, is material in the context of the Wider OneClickHR Group taken as a whole, and all applicable waiting and other time periods during which any such Relevant Authority could institute, implement or threaten any such action, proceeding, suit, investigation, enquiry or reference or otherwise intervene under the laws of any jurisdiction in respect of the Acquisition having expired, lapsed or been terminated;
- (b)
  - (i) all necessary notifications, filings or applications which are the responsibility of OneClickHR (excluding competition or antitrust notifications, filings or applications) having been made in connection with the Scheme;
  - (ii) excluding competition or antitrust obligations or periods, all necessary statutory or regulatory obligations in any jurisdiction in respect of the Proposal having been complied with and all applicable waiting and other time periods (including any extensions thereof) under any applicable legislation or regulation of any relevant jurisdiction having expired, lapsed or been terminated in each case in respect of the Scheme;
  - (iii) all authorisations, orders, grants, recognitions, confirmations, licences, consents, clearances, permissions and approvals (together “Authorisations”) reasonably necessary for the implementation of the Scheme having been obtained on terms and in a form reasonably satisfactory to ADP Network Services (where failure to obtain would have a material adverse effect on the Wider OneClickHR Group taken as a whole, or the ability of ADP Network Services to implement the Scheme) from appropriate Relevant Authorities or from any persons or bodies with whom any member of the Wider ADP Group or the Wider OneClickHR Group has entered into contractual arrangements; and
  - (iv) such Authorisations together with all material Authorisations necessary for any member of the Wider OneClickHR Group to carry on its business remaining in full force and effect at the time the

Scheme becomes effective and no intimation of any intention to revoke, suspend, restrict or modify or not to renew any of the same having been made at the time at which the Scheme becomes effective in each case where such business is material in the context of the Wider OneClickHR Group and the absence of such Authorisations would have a material adverse effect on the Wider OneClickHR Group.

- (c) except as Disclosed, there being no provision of any material agreement (other than the Implementation Agreement), arrangement, licence, permit or other instrument to which any member of the Wider OneClickHR Group is a party or by or to which any such member or any of its assets is or may be bound, entitled or subject which, as a result of the making or implementation of the Scheme, would or might reasonably be expected to result in, to an extent which is material and adverse in the context of the Wider OneClickHR Group taken as a whole:
  - (i) any monies borrowed by or any other indebtedness (actual or contingent) of or grant available to any such member of the Wider OneClickHR Group becoming repayable or capable of being declared repayable immediately or earlier than the stated repayment date or the ability of such member to borrow monies or incur any indebtedness being withdrawn or inhibited or becoming capable of being withdrawn or inhibited or otherwise adversely affected;
  - (ii) the creation or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property or assets of any such member of the Wider OneClickHR Group or any such security interest (whenever arising or having arisen) becoming enforceable;
  - (iii) any material assets or interest of, or any material asset the use of which is enjoyed by, any such member of the Wider OneClickHR Group being or falling to be disposed of or charged or any right arising under which any such asset or interest could be required to be disposed of or charged or could cease to be available to any member of the Wider OneClickHR Group;
  - (iv) any arrangement, agreement, licence, permit, franchise or other instrument, or any right, interest, liability or obligation of any member of the Wider OneClickHR Group under any such arrangement, agreement, licence, permit, franchise or other instrument being terminated or adversely modified or affected or any onerous obligation or liability arising or adverse action being taken or arising under any such arrangement, agreement, licence, permit, franchise or other instrument;
  - (v) the interest or business of any such member of the Wider OneClickHR Group in or with any other person, firm or company (or any agreements or arrangements relating to such interest or business) being terminated or adversely affected;
  - (vi) any such member of the Wider OneClickHR Group ceasing to be able to carry on business under any name under which it presently does so; or
  - (vii) any liability of any member of the Wider OneClickHR Group to make any severance, termination, bonus or other payment to any of the directors or the officers of the Wider OneClickHR Group, and no event having occurred which, under any provision of any agreement (other than the Implementation Agreement), arrangement, licence, permit or other instrument to which any member of the Wider OneClickHR Group is a party or by or to which any such member or any of its assets may be bound, entitled or be subject, could reasonably be expected to result in any of the events or circumstances as are referred to in subparagraphs (i) to (vii) of this condition (c);
- (d) except as Disclosed or save as contemplated by the Implementation Agreement or in connection with the Scheme or the Capital Reduction or in connection with the proposed Offer to be made to the OneClickHR Optionholders in connection with the Schemes, no member of the Wider OneClickHR Group having since the Relevant Date:
  - (i) issued or agreed to issue or authorised or proposed the issue of additional shares of any class, or securities convertible into, or rights warrants or options to subscribe for or acquire any such shares or convertible securities (save as between OneClickHR and other members of the Wider OneClickHR Group);
  - (ii) recommended, declared, paid or made any bonus, dividend or other distribution, whether payable in cash or otherwise, other than a distribution by any wholly-owned subsidiary of OneClickHR;
  - (iii) save for intra-OneClickHR Group transactions and other than in the ordinary course of business, implemented or authorised any merger or demerger or acquired or disposed of or transferred, mortgaged or charged, or created any other security interest over, any asset or any right, title or interest in any asset or authorised or announced its intention to propose the same;

- (iv) implemented or authorised any reconstruction, amalgamation, scheme or other transaction or arrangement which is, in any case, material in the context of the Wider OneClickHR Group taken as a whole;
  - (v) save as between OneClickHR and wholly-owned subsidiaries of OneClickHR, purchased redeemed or repaid any of its own shares or other securities or reduced or, save in respect of the matters referred to in sub-paragraph (i) above, made or authorised any other change in its share capital;
  - (vi) save for intra-OneClickHR Group transactions made or authorised any change in its loan capital or issued or authorised the issue of any debentures or other than in the ordinary course of business incurred or increased any indebtedness or liability (actual or contingent) which is material in the context of the Wider OneClickHR Group taken as a whole;
  - (vii) entered into, varied or terminated, or authorised the entry into, variation or termination of, any material contract, transaction, commitment or arrangement (whether in respect of capital expenditure or otherwise), otherwise than in the ordinary course of business, which is of a long term, onerous or unusual nature or magnitude or which involves an obligation of a nature or magnitude which is, in any such case, material in the context of the Wider OneClickHR Group taken as a whole;
  - (viii) entered into or varied the terms of or made any offer (which remains open for acceptance) to enter into or vary the terms of any service contract or other agreement with (1) any director or (2) any senior executive of OneClickHR whose basic salary exceeds £75,000 per annum;
  - (ix) save as between OneClickHR and wholly-owned subsidiaries of OneClickHR, implemented or authorised the entry into of any contract, commitment or arrangement which would be materially restrictive on the business of the Wider OneClickHR Group other than to a nature and extent which is normal in the context of the business concerned;
  - (x) been unable, or admitted in writing that it is unable, to pay its debts or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business;
  - (xi) taken any corporate action or had any steps taken or legal proceedings started or threatened against it or petition presented or order made for its winding-up (voluntary or otherwise), dissolution or reorganisation (or for any analogous proceedings or steps in any jurisdiction) or for the appointment of a receiver, manager, administrator, administrative receiver, trustee, provisional liquidator, liquidator or similar officer (or for the appointment of any analogous person in any jurisdiction) of all or any of its assets and revenues;
  - (xii) save as between OneClickHR and wholly-owned subsidiaries of OneClickHR, waived, compromised or settled any claim which is material in the context of the Wider OneClickHR Group taken as a whole;
  - (xiii) entered into or varied the terms of any service agreement or arrangement with any director or senior executive of OneClickHR or any other undertaking which forms a part of the Wider OneClickHR Group;
  - (xiv) made or agreed or consented to (other than in connection with the Scheme) any alteration to its memorandum or articles of association or other incorporation documents which is material in the context of the Wider OneClickHR Group taken as a whole; or
  - (xv) entered into any contract, commitment or arrangement (other than in the ordinary course of business) or passed any resolution or made any offer (which remains open for acceptance and which is capable of being converted into an agreement unilaterally by the recipient) with respect to, or proposed or announced any intention to effect or propose, any of the transactions, matters or events referred to in this condition;
- (e) except as Disclosed, since the Relevant Date:
- (i) no adverse change having occurred in the business, assets, liabilities, financial or trading position or profits of any member of the Wider OneClickHR Group which is material in the context of the Wider OneClickHR Group taken as a whole;
  - (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings having been threatened, announced, instituted or remaining outstanding against or in respect of any member of the Wider OneClickHR Group or to which any member of the Wider OneClickHR Group is or may become a party (whether as plaintiff or defendant or otherwise) and no enquiry or investigation by or complaint or reference to any Relevant Authority or other investigative body against or in respect of

any member of the Wider OneClickHR Group having been threatened, announced, implemented or instituted, or remaining outstanding by, against or in respect of any member of the Wider OneClickHR Group which, in any such case, would or would reasonably be expected to materially adversely affect the Wider OneClickHR Group taken as a whole; and

- (iii) no steps having been taken and no omissions having been made which are likely to result in the withdrawal, cancellation, termination or modification of any licence held by any member of the Wider OneClickHR Group, which is necessary for the proper carrying on of its business and the withdrawal, cancellation, termination or modification of which is material in the context of the Wider OneClickHR Group taken as a whole;
- (f) ADP Network Services not having discovered:
  - (i) save as Disclosed that any financial, business or other information concerning any member of the Wider OneClickHR Group and which is material in the context of the Wider OneClickHR Group taken as a whole publicly disclosed at any time by any member of the Wider OneClickHR Group is materially misleading, contains a misrepresentation of fact or omits to state a fact necessary to make the information contained therein not materially misleading in the context of the Wider OneClickHR Group, taken as a whole and which was not corrected by a subsequent announcement to a Regulatory Information Service by or on behalf of any member of the OneClickHR Group; or
  - (ii) save as Disclosed that any member of the Wider OneClickHR Group is subject to any liability, contingent or otherwise which is material in the context of the Wider OneClickHR Group taken as a whole.
- 4. Subject to the requirements of the Panel, ADP Network Services reserves the right to waive all or any of conditions 3(a) to (f) inclusive, in whole or in part. ADP Network Services shall be under no obligation to waive or treat as fulfilled any of conditions 3(a) to (f) inclusive by a date earlier than the date of the sanction of the Scheme referred to in condition 2(c) above notwithstanding that the other conditions of the Scheme may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any of such conditions may not be capable of fulfilment.
- 5. If ADP Network Services is required by the Takeover Panel to make an offer for any OneClickHR Shares under Rule 9 of the Takeover Code, ADP Network Services may make such alterations to the above conditions as are necessary to comply with that Rule.
- 6. ADP Network Services reserves the right, subject to the consent of the Takeover Panel to elect to implement the Acquisition by way of an Offer. In such event, such Offer will be implemented on the same terms (subject to appropriate amendments, including (without limitation) an acceptance condition set at 90 per cent. (or such lesser percentage (subject to compliance with the Takeover Code) as ADP may decide) of the shares to which such offer relates), so far as applicable, as those which would apply to the Scheme.
- 7. For the purpose of these conditions:

“**Disclosed**” means as disclosed in:

- (a) any of the documents, papers or information contained in the Online Data Room as at 11.59 pm on 14 December 2009;
- (b) any public announcement by OneClickHR to a Regulatory Information Service on or before 11.59 pm on 14 December 2009;
- (c) the report and accounts of OneClickHR for the 52 week period ended on 31 December 2008;
- (d) the interim results of OneClickHR for the six months ended 30 June 2009; or
- (e) otherwise fairly disclosed to ADP Network Services in writing;

**"Information Recipient"** means any of:

- a. ADP or ADP Network Services;
- b. any member of the ADP Group;
- c. the ADP Directors or the ADP Network Services Directors; or
- d. any professional adviser engaged by any of the persons failing within paragraphs (a) to (c) above;

**"Implementation Agreement"** means the implementation agreement dated 14 December 2009 as summarised in paragraph 14 of this announcement;

**"Online Data Room"** means the online data room made available to the Information Recipients in respect of the Proposal;

**"Wider ADP Group"** means ADP and its subsidiary undertakings, associated undertakings and any other undertakings in which ADP and such undertakings (aggregating their interests) have a majority interest; and

for these purposes **subsidiary undertaking**, **associated undertaking** and **undertaking** have the meanings given by the Act and substantial interest means a direct or indirect interest in 20 per cent. or more of the equity capital (as defined in the Act) of an undertaking.

## **APPENDIX II:**

### **Bases and Sources of Information**

1. Unless otherwise stated:
  - i. financial information relating to OneClickHR has been provided by the OneClickHR Directors; and
  - ii. financial information relating to the ADP Group has been provided by the ADP Directors.
2. The value of the diluted share capital of OneClickHR is based on:
  - i. 148,760,142 OneClickHR Shares in issue; and
  - ii. 8,711,000 OneClickHR Shares required to satisfy outstanding OneClickHR Options which have been granted with an exercise price of less than the Offer Price,

in each case as at 14 December 2009, the last practicable date prior to the printing of this announcement.
3. The closing middle market prices of OneClickHR Shares are derived from the Daily Official List for the relevant dates.

## APPENDIX III:

### Definitions

In this announcement, unless inconsistent with the subject or context, the following expressions bear the following meanings:

“£”	pounds sterling, the lawful currency of the UK
“Acquisition”	the proposed acquisition of OneClickHR by ADP Network Services, and for the avoidance of doubt includes an acquisition of the OneClickHR Shares implemented by way of the Scheme, or by way of an Offer
“Act”	the Companies Act 2006
“ADP”	Automatic Data Processing, Inc.
“ADP Network Services”	ADP Network Services Limited
“ADP Network Services Directors” or “ADP Network Services Board” or “Board of ADP Network Services”	the current directors of ADP Network Services and “ADP Network Services Director” means any one of them
“ADP Directors” or “ADP Board” or “Board of ADP”	the current directors of ADP and “ADP Director” means any one of them
“ADP Group”	ADP and its subsidiary undertakings
“AIM”	the AIM market operated by the London Stock Exchange
“Announcement Date”	the date of this announcement
“Approved Scheme”	the OneClickHR 2000 Inland Revenue Approved Executive Share Option Scheme
“Business Day”	a day, other than a Saturday or Sunday or public holiday or bank holiday, on which clearing banks are generally open for normal business in the City of London
“Capital Reduction”	the reduction of the share capital of OneClickHR pursuant to Part 17 of the Act to be effected by the cancellation of the Scheme Shares as provided for by the Scheme
“Cash Consideration”	the consideration for each OneClickHR Scheme Share which is payable in cash on the basis set out in paragraph 2 of this Announcement
“certificated form” or “in certificated form”	represented by a physical share certificate or not in uncertificated form (that is, not in CREST)
“Closing Price”	the closing middle market quotation of a OneClickHR Share as derived from the Daily Official List on any particular day
“Conditions”	the conditions to the implementation of the Scheme and the Proposal set out in Appendix I of this announcement and “Condition” means any one of them
“Court”	the High Court of Justice in England and Wales
“Court Hearings”	the Court Sanction Hearing and Reduction Court Hearing
“Court Meeting” or “OneClickHR Court Meeting”	the meeting of OneClickHR Scheme Shareholders to be convened by an order of the Court pursuant to Part 26 of the Act for the purpose of considering and, if thought fit, sanctioning the Scheme (with or without modification) and any adjournment thereof, of which notice is set out in this announcement
“Court Orders”	the Reduction Court Order and/or the Scheme Court Order as the case may be
“Court Sanction Hearing”	the hearing by the Court of the petition to sanction the

“CREST”	Scheme under Section 896 of the Act the relevant system (as defined in the Regulations) in respect of which Euroclear is the Operator (as defined in the Regulations)
“Daily Official List”	the daily official list of the London Stock Exchange
“De-Listing”	the proposed cancellation of admission of the OneClickHR Shares to trading on AIM
“EBITDA”	earnings before interest, taxation, depreciation, amortisation, share-based payments and non-recurring items
“EBITDA Multiple”	the market value of the equity at the Offer Price on a fully diluted basis divided by the EBITDA of OneClickHR for the year ended 31 December 2008
“Euroclear”	Euroclear UK & Ireland Limited
“Forms of Proxy”	the respective forms of proxy for use in connection with the Court Meeting and the General Meeting or either of them as the context requires
“General Meeting” or “OneClickHR General Meeting”	the general meeting of OneClickHR (and any adjournment thereof) of which notice is set out in this announcement
“holder”	includes any person entitled by transmission
“Implementation Agreement”	the implementation agreement made between ADP Network Services and OneClickHR dated 14 December 2009 relating to, amongst other things, the implementation of the Scheme
“KBC Peel Hunt”	KBC Peel Hunt Limited, financial and Rule 3 adviser to OneClickHR, a company incorporated in England and Wales with registered number 02320252
“the London Stock Exchange”	London Stock Exchange plc
“Meetings”	the Court Meeting (and any adjournment thereof) and/or the General Meeting (and any adjournment thereof) and “Meeting” means the Court Meeting and/or the General Meeting as the context requires
“Mooreland Partners”	financial adviser to the ADP Group, a limited liability partnership incorporated in England and Wales with registered number OC3 14206
“New OneClickHR Shares”	the new ordinary shares in OneClickHR to be allotted and issued to ADP Network Services or its nominee(s) pursuant to the Scheme
“Offer”	if ADP Network Services elects to effect the Acquisition by way of a takeover offer, the offer to be made by or on behalf of ADP Network Services to acquire all of the OneClickHR Shares (other than OneClickHR Shares registered in the name of any member of the ADP Group) and where the context so requires, any subsequent revision, variation, extension or renewal thereof
“Offer Price”	10.5 pence per Scheme Share
“OneClickHR” or “Company”	OneClickHR plc
“OneClickHR Articles”	the articles of association of OneClickHR as at the date of publication of this announcement
“OneClickHR Directors” or “OneClickHR Board” or “Board of OneClickHR”	the directors of OneClickHR and “OneClickHR Director” means any one of them
“OneClickHR Group”	OneClickHR and its subsidiary undertakings
“OneClickHR Option”	an option over a OneClickHR Share granted pursuant to a

OneClickHR Option Scheme	a participant in any of the OneClickHR Option Schemes
“OneClickHR Optionholder”	the Approved Scheme, the Unapproved Scheme, the
“OneClickHR Option Schemes”	Supplier
Agreement and the Option Agreements	
“OneClickHR Scheme Shares” or	all OneClickHR Shares:
	(a) in issue at the date of this announcement; or
	(b) (if any) issued after the date of this
	announcement and before the Voting Record Time; or
	(c) (if any) issued at or after the Voting Record
	Time and before the Reduction Record Time either on
	terms that the original or any subsequent holders thereof
	shall be bound by the Scheme, or in respect of which the
	holders thereof have agreed in writing to be bound by the
	Scheme,
	and remaining in issue at the Reduction Record Time but
	excluding OneClickHR Shares registered in the name of
	any member of the ADP Group at the Reduction Record
	Time
	registered holders of Scheme Shares
“OneClickHR Scheme	
Shareholders” or	
“Scheme Shareholders”	
“OneClickHR Shareholders” or “Shareholders”	registered holders of OneClickHR Shares
“OneClickHR Shares”	the ordinary shares of 1 pence each in the capital of
	OneClickHR
“Option Agreements”	the individual share option agreements entered into with
	various employees and executive directors of the
	OneClickHR Group in accordance with the EMI Code
	the Panel on Takeovers and Mergers
“Panel” or “Takeover Panel”	the proposal for the acquisition of OneClickHR by ADP
“Proposal”	Network Services to be implemented by way of the
	Scheme and, where the context requires, any subsequent
	revision, variation, extension or renewal thereof together
	with the other matters to be considered at the Meetings
	the hearing by the Court of the application to confirm the
“Reduction Court Hearing”	Capital Reduction
“Reduction Court Order” or	the order of the Court confirming the Capital Reduction
“Reduction Order of the Court”	
“Reduction Record Time”	6.00 p.m. on the Business Day before the Reduction Court
	Hearing
“Regulations”	the Uncertificated Securities Regulations 2001
“Regulatory Information Service”	any information service authorised from time to time by
	the UK Listing Authority for the purpose of dissemination
	of regulatory announcements
“Relevant Date”	30 June 2009 (being the date to which OneClickHR’s
	most recent interim accounts were made up)
“Restricted Jurisdiction”	the United States, Canada, Australia, South Africa or
	Japan
“Revenue Multiple”	the market value of the equity at the Offer Price on a fully
	diluted basis divided by the revenue of OneClickHR for
	the year ended 31 December 2008
“Scheme” or	the proposed scheme of arrangement under Part 26 of the
	Act
“Scheme of Arrangement”	between OneClickHR and OneClickHR Scheme

“Scheme Court Order” or “Scheme Order of the Court” “Scheme Document”	Shareholders the order of the Court sanctioning the Scheme  the document proposed to be sent to OneClickHR Shareholders containing, <i>inter alia</i> , the terms and conditions of the Scheme, certain information about OneClickHR, ADP and ADP Network Services, the Scheme and the notice convening the Meetings
“Scheme Effective Date”	the date on which the Scheme becomes effective in accordance with its terms
“Scheme Resolutions”	the resolutions to be proposed at the Court Meeting (or any adjournment thereof) and the General Meeting (or any adjournment thereof)
“Special Resolutions”	the special resolutions to be proposed at the General Meeting
“Supplier Agreement”	the individual option agreement entered into on 26 November 2008 between OneClickHR and Hansard Communications.com Limited
“Takeover Code”	the City Code on Takeovers and Mergers
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland and its dependant territories
“Unapproved Scheme”	the OneClickHR 2000 Non-Inland Revenue Approved Executive Share Option Scheme
“uncertificated” or in “uncertificated form”	a share recorded on the relevant register as being held in uncertificated form in CREST and title to which, by virtue of the Regulations, may be transferred by means of CREST
“United States” or “US”	the United States of America (including the states of the United States and the District of Columbia), its possessions and territories and all other areas subject to its jurisdiction
“Voting Record Time”	6.00 p.m. on 12 January 2010 or, if the Court Meeting is adjourned, 6.00 p.m. on the day which is two days before the day of such adjourned meeting
“Wider OneClickHR Group”;	means OneClickHR and its subsidiary undertakings, associated undertakings and any other undertakings in which OneClickHR and such undertakings (aggregating their interests) have a substantial interest

For the purposes of this announcement, "subsidiary", "subsidiary undertaking" and "undertaking", and "associated undertaking" have the meanings given by the Act.

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