

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. Part II of this document comprises an explanatory statement in compliance with Part 26 of the Companies Act 2006. This document contains details of a proposed acquisition which, if implemented, will result in the cancellation of the trading of OneClickHR Shares on AIM. If you are in any doubt about this offer or as to the action you should take, you are recommended to seek your own independent financial advice from a stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you are outside the UK, you should immediately consult an appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your OneClickHR Shares, please send this document, together with the accompanying documents (but not the personalised Forms of Proxy), as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into or from any jurisdiction in which to do so would constitute a violation of the relevant laws of that jurisdiction. The distribution of this document and the Forms of Proxy in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document should be read in conjunction with the accompanying documents.

KBC Peel Hunt, which is authorised and regulated in the UK by the Financial Services Authority, is acting for OneClickHR and no-one else in connection with the Proposal and will not be responsible to anyone other than OneClickHR for providing the protections offered to clients of KBC Peel Hunt or for giving advice in relation to the Proposal nor any other matter referred to in this document.

Mooreland Partners, which is authorised and regulated in the UK by the Financial Services Authority, is acting for the ADP Group and no-one else in connection with the Proposal and will not be responsible to anyone other than the ADP Group for providing the protections afforded to clients of Mooreland Partners or for giving advice in relation to the Proposal nor any other matter referred to in this document.

A copy of this document will be published at www.oneclickhrplc.com not later than 12.00 noon (London time) on 23 December 2009 and will continue to be made available on that web site during the Offer Period.

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**

Notices of the OneClickHR Court Meeting and the OneClickHR General Meeting, both of which will be held on 14 January 2010, are set out at the end of this document. The OneClickHR Court Meeting will start at 10.00 a.m. and the OneClickHR General Meeting at 10.15 a.m. (or as soon thereafter as the OneClickHR Court Meeting is concluded or adjourned). Your attention is drawn to the letter from the Chairman of the Board of OneClickHR contained in Part I of this document which contains the unanimous recommendation of the OneClickHR Directors that you vote in favour of the Scheme at the OneClickHR Court Meeting and in favour of the Special Resolution to be proposed at the OneClickHR General Meeting.

Shareholders will find enclosed with this document a BLUE Form of Proxy for use at the OneClickHR Court Meeting and a WHITE Form of Proxy for use at the OneClickHR General Meeting. To be valid, the relevant Form of Proxy and any authority under which it is executed (or a copy of the authority certified notarially or in some other way approved by the OneClickHR Directors) must be completed and returned in accordance with the instructions printed thereon by post or (during normal business hours only) by hand to OneClickHR's Registrars, as soon as possible, but in any event so as to arrive not less than 48 hours before the time appointed for the relevant meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote. Whether or not you intend to be present at the OneClickHR Court Meeting or OneClickHR General Meeting please complete and return the Forms of Proxy accompanying this document to OneClickHR's Registrars as soon as possible but in any event at least 48 hours prior to the relevant meeting. The completion and return of the relevant Form of Proxy will not prevent you from attending and voting at either the OneClickHR Court Meeting or the OneClickHR General Meeting, or any adjournment thereof, in person if you wish to do so.

If the BLUE Form of Proxy for use at the OneClickHR Court Meeting (but not the WHITE Form of Proxy for use at the OneClickHR General Meeting) is not lodged with OneClickHR's Registrars by the relevant time, it may be handed to OneClickHR's Registrars on behalf of the Chairman of the OneClickHR Court Meeting at the start of the meeting.

The action to be taken by OneClickHR Shareholders is further described on page 6 of this document.

The information contained in this document and any other documents referred to herein concerning OneClickHR has been prepared by OneClickHR and the information concerning the ADP Group contained in this document has been prepared by ADP and ADP Network Services. In each case, that information has been based on information available to the relevant entity and, to the best of that entity's knowledge, information and belief, is in accordance with the facts and does not omit anything likely to affect the import of such information.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document 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 and ADP Network Services 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 document 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 document.

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.

"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.

HELPLINE

If you have any questions relating to this document, or the completion and return of the BLUE Form of Proxy or the WHITE Form of Proxy, please telephone the Shareholder Helpline operated by OneClickHR's Registrars, on 0871 664 0321 (calls cost 10 pence per minute plus network extras) (+44 208 639 3399 from outside the UK) (calls to the helpline from outside the UK will be charged at applicable international rates) between 9.00 a.m. and 5.00 p.m. (London time) on any Business Day (different charges may apply to calls from mobile telephones).

The Shareholder Helpline will not be able to provide advice on the merits of the Proposal or to provide any financial advice. Calls may be recorded and monitored for training and security purposes.

Dated 22 December 2009

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<i>Event</i>	<i>Time and/or date¹</i>
Latest time for lodging BLUE Form of Proxy for the OneClickHR Court Meeting²	10.00 a.m. on 12 January 2010
Latest time for lodging WHITE Form of Proxy for the OneClickHR General Meeting	10.15 a.m. on 12 January 2010
Voting Record Time³	6.00 p.m. on 12 January 2010
OneClickHR Court Meeting	10.00 a.m. on 14 January 2010
OneClickHR General Meeting⁴	10.15 a.m. on 14 January 2010
Last day of dealings in, and registration of transfers of, and disablement in CREST of, OneClickHR Shares	4 February 2010
Court Sanction Hearing	5 February 2010
Reduction Record Time	6.00 p.m. on 8 February 2010
Reduction Court Hearing	9 February 2010
Scheme Effective Date	10 February 2010
Cancellation of admission of the OneClickHR Shares to trading on AIM	7.00 a.m. on 11 February 2010
Latest date for dispatch of Cash Consideration due under the Scheme	22 February 2010

Notes:

- ¹ These dates are indicative only and will depend, amongst other things, on the dates upon which the Conditions are either satisfied or waived (to the extent they are capable of being waived), and the date upon which the Court sanctions the Scheme and confirms the associated Capital Reduction and the Court Order sanctioning the Scheme and confirming the Capital Reduction is delivered to the Registrar of Companies in England and Wales and, in respect of the Capital Reduction, is registered by the Registrar of Companies in England and Wales. It may be necessary for more than one court hearing to sanction the Scheme.
- ² The BLUE Form of Proxy for the OneClickHR Court Meeting may, alternatively, be handed to OneClickHR's Registrars on behalf of the Chairman of the OneClickHR Court Meeting at the start of the OneClickHR Court Meeting.
- ³ If either of the Meetings is adjourned, then the Voting Record Time for the reconvened Meeting will be 48 hours before the time fixed for the reconvened Meeting.
- ⁴ If the OneClickHR Court Meeting has not been concluded or adjourned prior to the scheduled commencement of the OneClickHR General Meeting, the commencement of the OneClickHR General Meeting will be delayed until the OneClickHR Court Meeting has been concluded or adjourned.

ACTION TO BE TAKEN

Detailed instructions on the action to be taken are set out in paragraph 21 of Part II of this document and are summarised below.

The Court Meeting and General Meeting will be held at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX on 14 January 2010 at 10.00 a.m. and 10.15 a.m. respectively (or, in the case of the General Meeting, as soon thereafter as the Court Meeting is concluded or adjourned). The Scheme requires approval at both of the Meetings.

Accompanying this document you will find the following:

- a BLUE Form of Proxy for use in respect of the Court Meeting to be held on 14 January 2010 at 10.00 a.m. attaching an attendance card in relation to the Court Meeting; and
- a WHITE Form of Proxy for use in respect of the General Meeting to be held on 14 January 2010 at 10.15 a.m. (or as soon thereafter as the OneClickHR Court Meeting is concluded or adjourned) attaching an attendance card in relation to the General Meeting.

Whether or not you plan to attend the Meetings, **PLEASE COMPLETE AND SIGN BOTH THE BLUE AND WHITE FORMS OF PROXY** and return them as soon as possible, but in any event so as to be received by no later than 10.00 a.m. on 12 January 2010, in the case of the Court Meeting (BLUE Form of Proxy), and by no later than 10.15 a.m. on 12 January 2010, in the case of the General Meeting (WHITE Form of Proxy).

The return of the BLUE and WHITE Forms of Proxy will enable your votes to be counted at the Meetings in the event of your absence. Both Forms of Proxy are reply-paid for use in the United Kingdom for your convenience in returning them. If the BLUE Form of Proxy for use at the Court Meeting is not lodged with OneClickHR's Registrars by 10.00 a.m. on 12 January 2010, it may be handed to OneClickHR's Registrars on behalf of the Chairman of the Court Meeting prior to the taking of a poll at the Court Meeting. However, in the case of the OneClickHR General Meeting, unless the WHITE Form of Proxy is lodged with OneClickHR's Registrars so as to be received by 10.15 a.m. on 12 January 2010, it will be invalid.

IT IS IMPORTANT THAT, FOR THE COURT MEETING, AS MANY VOTES AS POSSIBLE ARE CAST SO THAT THE COURT MAY BE SATISFIED THAT THERE IS A FAIR AND REASONABLE REPRESENTATION OF ONECLICKHR SHAREHOLDER OPINION. YOU ARE THEREFORE STRONGLY URGED TO SIGN AND RETURN YOUR FORMS OF PROXY AS SOON AS POSSIBLE. THE COMPLETION AND RETURN OF EITHER FORM OF PROXY WILL NOT PRECLUDE YOU FROM ATTENDING AND VOTING IN PERSON AT EITHER THE COURT MEETING OR THE GENERAL MEETING OR ANY ADJOURNMENT THEREOF (AS APPROPRIATE), SHOULD YOU WISH TO DO SO.

This page should be read in conjunction with the rest of this document. OneClickHR Shareholders are recommended to seek financial advice from their own independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

DEFINITIONS

In this document, 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
“AIM”	the AIM market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange
“ADP ”	Automatic Data Processing, Inc.
“ADP Network Services”	ADP Network Services Limited, a company incorporated in England and Wales with registered number 909293
“ADP Network Services Directors” or “ADP Network Services Board” or “Board of ADP Network Services”	the current directors of ADP Network Services whose names are set out in paragraph 2(ii) of Part VI of this document
“ADP Directors” or “ADP Board” or “Board of ADP ”	the current directors of ADP whose names are set out in paragraph 2(iii) of Part VI of this document
“ADP Group”	ADP and its subsidiary undertakings
“Announcement”	the announcement by the ADP Network Services Board and the OneClickHR Board of the Proposal
“Announcement Date”	the date of the Announcement, being 15 December 2009
“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
“Capita” or “OneClickHR’s Registrars”	Capita Registrars Limited
“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
“certificated form” or “in certificated form”	represented by a physical share certificate or not in uncertificated form (that is, not in CREST)
“Chairman of the Court Meeting”	the person (or where relevant his alternate(s)) appointed by the Court to be the chairman of the Court Meeting

“Closing Price”	the closing middle market quotation of a OneClickHR Share as derived from the Daily Official List on any particular day
“Closing Valuation Date”	the Business Day immediately preceding the date of the General Meeting
“Conditions”	the conditions to the implementation of the Scheme and the Proposal set out in Part III of this document 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 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 document
“Court Orders”	the Reduction Court Order and/or the Scheme Court Order as the case may be
“Court Sanction Date”	the date of the Court Sanction Hearing
“Court Sanction Hearing”	the hearing by the Court of the petition to sanction the Scheme under Section 896 of the Act
“CREST”	the relevant system (as defined in the Regulations) in respect of which Euroclear is the Operator (as defined in the Regulations)
“Curra Trust”	a trust established for the benefit of persons connected to Frank Beechinor-Collins
“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
“EMI Code”	the code set out in Chapter 9 of Part 7 and Schedule 5 of the Income Tax (Earnings and Pensions) Act 2003 and Part 4 of Schedule 7D of the Taxation of Capital Gains Act 1992
“Enlarged Group”	ADP and its subsidiary undertakings following completion of the Proposal
“Euroclear”	Euroclear UK & Ireland Limited
“Explanatory Statement”	the explanatory statement (in compliance with Part 26 of the Act) relating to the Scheme, as set out in Part II of this document

“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 document
“HMRC”	HM Revenue and Customs
“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 Ltd, 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 OC314206
“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 Period”	the period commencing on 15 December 2009 and ending on the Scheme Effective Date
“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 document
“OneClickHR Directors” or “OneClickHR Board” or “Board of OneClickHR”	the directors of OneClickHR whose names are set out in paragraph 2(i) of Part VI of this document 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

“OneClickHR Optionholder”	a participant in any of the OneClickHR Option Schemes
“OneClickHR Option Schemes”	the Approved Scheme, the Unapproved Scheme, the Supplier Agreement and the Option Agreements
“OneClickHR Scheme Shares” or “Scheme Shares”	all OneClickHR Shares: <ul style="list-style-type: none"> (a) in issue at the date of this document; or (b) (if any) issued after the date of this document 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
“OneClickHR Scheme Shareholders” or “Scheme Shareholders”	registered holders of Scheme Shares
“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
“Panel” or “Takeover Panel”	the Panel on Takeovers and Mergers
“Proposal”	the proposal for the acquisition of OneClickHR by ADP 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
“Reduction Court Hearing”	the hearing by the Court of the application to confirm the Capital Reduction
“Reduction Court Order” or “Reduction Order of the Court”	the order of the Court confirming the Capital Reduction
“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)

“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 “Scheme of Arrangement”	the proposed scheme of arrangement under Part 26 of the Act between OneClickHR and Scheme Shareholders as set out in Part VIII of this document, with or subject to any modification thereof or addition thereto or condition agreed by OneClickHR and ADP Network Services and which the Court may think fit to approve or impose
“Scheme Court Order” or “Scheme Order of the Court”	the order of the Court sanctioning the Scheme
“Scheme Document”	this document
“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 Resolution”	the special resolution to be proposed at the General Meeting
“Supplier Agreement”	the individual option agreement dated 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
“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
“Unapproved Scheme”	the OneClickHR 2000 Non-Inland Revenue Approved Executive Share Option Scheme
“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 document, “subsidiary”, “subsidiary undertaking”, “undertaking”, and “associated undertaking” have the meanings given by the Act.

PART I

LETTER OF RECOMMENDATION FROM THE CHAIRMAN OF THE BOARD OF ONECLICKHR PLC

(Registered in England and Wales under the Companies Act 1985 with Registered Number 3252181)

Directors:

The Rt. Hn. Lord Sheppard of Didgemere (*Non-Executive Chairman*)
Mark Loveland (*Non-Executive Director*)
Frank Beechinor-Collins (*Chief Executive Officer*)
Peter Sedman (*Technical Director*)
Stephen Oliver (*Chief Financial Officer*)
Trevor Townsend (*Operations Director*)

Registered office:

2 Bromley Road
Beckenham
Kent
BR3 5JE

22 December 2009

To OneClickHR Scheme Shareholders and, for information only, to OneClickHR Optionholders

Dear Shareholder,

RECOMMENDED OFFER FOR THE CASH ACQUISITION OF ONECLICKHR BY ADP NETWORK SERVICES

1. Introduction

On 15 December 2009, the Board of ADP Network Services and the Board of OneClickHR announced 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.

I am writing to you today to explain the background to and the details of the Proposal, and to explain why the OneClickHR Directors, who have been so advised by KBC Peel Hunt, consider the terms of the Proposal to be fair and reasonable and why the OneClickHR Directors unanimously recommend that you 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 with an interest in OneClickHR Shares have irrevocably undertaken to do in respect of their 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 and/or where applicable, in respect of OneClickHR Options granted over 6,000,000 OneClickHR Shares. In providing advice to the OneClickHR Directors, KBC Peel Hunt has taken into account the commercial assessments of the OneClickHR Directors.

This document contains information on OneClickHR, ADP and ADP Network Services.

In order to approve the Proposal, Scheme Shareholders will need to vote in favour of the Scheme Resolutions to be proposed at two shareholder meetings (the Court Meeting and the General Meeting) each of which will be held on 14 January 2010. The recommendation of the OneClickHR Directors is set out in paragraph 11 of this letter.

2. Summary Terms of the Scheme

It is intended that the offer for OneClickHR 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 Part III of this document, 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 9.63 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 9.28 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 8.62 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 6.88 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. 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 for software companies. 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. 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.

The OneClickHR Directors have no reason to believe that the intentions of ADP Network Services would prejudice OneClickHR's employees, and further, the OneClickHR Directors have taken comfort from the fact that ADP Network Services has no current plans to alter the existing employment rights, including pension rights, nor to make any material changes in the conditions of employment of OneClickHR's employees or to change the location of OneClickHR's places of business.

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 unanimously recommend that OneClickHR Shareholders vote in favour of the Proposal.

4. Current trading, trends and prospects

OneClickHR

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.

Financial information relating to OneClickHR is incorporated into this document by reference (as set out in Part IV of this document) from its audited accounts for the periods ended 31 December 2006, 31 December 2007 and 31 December 2008.

ADP Network Services

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

Financial information relating to ADP is incorporated into this document by reference (as set out in Part V).

5. OneClickHR Option Schemes

OneClickHR Optionholders should shortly receive a separate proposal letter in respect of their OneClickHR Options setting out full details of separate proposals made to them by ADP Network Services. A summary of the principal terms of these separate proposals is set out at paragraph 15 of the Explanatory Statement. Summaries of the OneClickHR Option Schemes are set out at Part X.

6. United Kingdom Taxation

Your attention is drawn to paragraph 18 of the Explanatory Statement. If you are in any doubt as to your tax position, you should consult your independent professional adviser immediately.

7. OneClickHR Shareholder Meetings

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 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 Scheme Shareholders present and voting, whether in person or by proxy, representing not less than 75 per cent. in value of the 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.

It is important that, for the Court Meeting, as many votes as possible are cast so that the Court may be satisfied that there is a fair and reasonable representation of OneClickHR Shareholder opinion. You are therefore strongly urged to sign and return your Forms of Proxy for both the Court Meeting and the General Meeting as soon as possible.

Notices convening the Court Meeting and the General Meeting are set out at the end of this document and form part of it.

If you have any questions relating to this document, the Meetings or the completion and return of the Forms of Proxy, please contact the Registrars, Capita Registrars on 0871 664 0321 (calls cost 10 pence per minute plus network extras) or, if telephoning from outside the UK on +44 208 639 3399 (calls to the helpline from outside the UK will be charged at the applicable international rate) between 9.00 a.m. and 5.00 p.m. (London time) on any Business Day (different charges may apply to calls from mobile phones). Please note that, for legal reasons, the helpline cannot provide advice on the merits of the Proposal or give any legal, tax or financial advice. Calls may be recorded and monitored for security and training purposes.

8. Undertakings to vote in favour of the Acquisition

ADP Network Services has received irrevocable undertakings to vote in favour of the Scheme Resolutions to be proposed at the Court Meeting and at the General Meeting to give effect to the Scheme, 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). 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 certain 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).

Save as set out in paragraph 6 of Part II of this document, 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 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 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.

9. Further Information

Your attention is drawn to the Explanatory Statement in Part II, the Conditions in Part III, the OneClickHR financial information incorporated by reference in Part IV, the ADP financial information incorporated by reference in Part V, the additional information in Part VI, the bases and sources of information set out in Part VII, the Scheme in Part VIII, the notices of the Court Meeting and General Meeting in Part IX and the Summary of OneClickHR Share Option Schemes in Part X, which form part of this document.

10. Action to be taken

Your attention is drawn to paragraph 21 of the Explanatory Statement which explains the action you should take in relation to the Proposal.

11. Recommendation

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.

Accordingly the OneClickHR Directors 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).

Yours sincerely,

Lord Sheppard of Didgemere
Chairman of the Board
OneClickHR plc

PART II

EXPLANATORY STATEMENT

(in compliance with Part 26 of the Companies Act 2006)

KBC Peel Hunt



Registered office:
111 Old Broad Street
London
EC2N 1PH

To OneClickHR Scheme Shareholders and, for information only, to OneClickHR Optionholders

Dear Shareholder,

RECOMMENDED OFFER FOR THE CASH ACQUISITION OF ONECLICKHR BY ADP NETWORK SERVICES

1. Introduction

On 15 December 2009, the Board of ADP Network Services and the Board of OneClickHR announced that they had agreed the terms of a recommended offer by ADP Network Services for the entire issued and to be issued share capital of OneClickHR. The acquisition will be effected by way of a scheme of arrangement under Part 26 of the Act involving a reduction of capital under Part 17 of the Act. The terms of the Scheme are set out below and in Part VIII of this document.

Your attention is drawn to the letter from the Chairman of the Board of OneClickHR set out in Part I of this document which sets out, among other things, the background to and reasons for the Proposal. The Proposal has the unanimous recommendation of the OneClickHR Directors, who have been advised by KBC Peel Hunt.

In giving advice, KBC Peel Hunt are advising the OneClickHR Directors in relation to the Proposal and are not acting for any OneClickHR Directors in their personal capacity or for any OneClickHR Shareholder. KBC Peel Hunt will not be responsible to any such person for providing the protections afforded to its customers or for advising any such person in relation to the Proposal. In particular, KBC Peel Hunt will not owe any duties or responsibilities to any particular OneClickHR Shareholder (or any person other than the OneClickHR Directors) concerning the Proposal.

We have been authorised by the OneClickHR Directors to write to you to explain the terms of the Scheme, and to provide you with other relevant information. Your attention is drawn to the information in the other parts of this document including Part III (Conditions to the Proposal and implementation of the Scheme), Part IV (OneClickHR Financial Information Incorporated by Reference), Part V (ADP Financial Information Incorporated by Reference), Part VI (Additional Information), Part VII (Bases and Sources of Information), Part VIII (The Scheme of Arrangement), Part IX (Notice of OneClickHR Court Meeting and Notice of General Meeting) and Part X (Summary of OneClickHR Share Option Schemes), which form part of this document.

2. Summary Terms of the Scheme

It is intended that the acquisition of OneClickHR will be effected by way of a scheme of arrangement between OneClickHR and Scheme Shareholders under Part 26 of the Act. The implementation of the Scheme is subject to satisfaction or, where relevant, waiver of the Conditions (which are set out in Part III of this document). If the Scheme becomes effective, the Scheme Shares will be cancelled by way of a Court approved reduction of capital and Scheme Shareholders on the OneClickHR register of members 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 9.63 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 9.28 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 8.62 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 6.88 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 total consideration payable for the entire issued and to be issued share capital implied by the Offer Price is £16,534,470.

3. 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.

4. 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 for software companies. 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. 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 unanimously recommend that OneClickHR Shareholders vote in favour of the Proposal.

5. Financial Effects of the Scheme on Scheme Shareholders

For illustrative purposes only, the following paragraph sets out the financial effects of the Proposal on the financial position of a holder of 1,000 Scheme Shares if the Scheme becomes effective.

Such a Scheme Shareholder will receive £105.00 in cash, which, based on the Closing Price of a OneClickHR Share of 9.63 pence at 14 December 2009 (being the last practicable date prior to the Announcement Date) represents an aggregate increase of approximately 9.0 per cent. in the Scheme Shareholder's capital value. No account has been taken of any liability to taxation.

6. Irrevocable Undertakings

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 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.

7. Directors and Employees and the effect of the Scheme on their Interests

Details of the interests of the OneClickHR Directors in OneClickHR Shares are set out in paragraph 4 of Part VI of this document.

The OneClickHR Options held by OneClickHR Directors will, in common with those OneClickHR Options granted to other individuals under the same OneClickHR Option Scheme, be treated in accordance with paragraph 15 of this Part II.

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 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.

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.

The OneClickHR Directors have no reason to believe that the intentions of ADP Network Services would prejudice OneClickHR's employees, and further, the OneClickHR Directors have taken comfort from the fact that ADP Network Services has no current plans to alter the existing employment rights,

including pension rights, nor to make any material changes in the conditions of employment of OneClickHR's employees or to change the location of OneClickHR's places of business.

Save as set out above, the effect of the Proposal on the interest of the OneClickHR Directors is no different from the effect of the Proposal on the interests of other parties.

There is no planned impact on the employees or places of business of ADP Network Services as a result of the Proposal.

8. Information relating to the OneClickHR Group

OneClickHR is an HR solutions provider offering HR software, training services and outsourced HR solutions. The Company markets its products and services under the Vizual brand name and via the 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.

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 practicable date prior to posting of the Announcement).

On 28 August 2009, ADP filed with the United States Securities and Exchange Commission its Annual Report on Form 10-K containing financial statements for the fiscal year ended 30 June 2009. The 2009 Annual Report on Form 10-K, including ADP's audited financial statements, is available at <http://www.investquest.com/iq/a/adp/fin/10k/adpk09.pdf>.

10. Implementation Agreement

ADP Network Services and OneClickHR have entered into the Implementation Agreement. Further details of the Implementation Agreement are set out in paragraph 7 of Part VI of this document.

11. Accounting Policies of the Wider OneClickHR Group

The Wider OneClickHR Group will adopt ADP Network Services' accounting policies. The Board of ADP Network Services believes that the impact of the differences between the accounting policies of ADP Network Services and OneClickHR will not be significant.

12. The Court Meeting and the General Meeting

The implementation of the Scheme is subject, amongst other things, to the approval of the Scheme Shareholders at the Court Meeting and the approval of the Scheme Shareholders at the General Meeting, both of which will be held at the offices of Olswang LLP, 90 High Holborn, London, WC1V 6XX on 14 January 2010.

Notices of the Court Meeting and the General Meeting are set out at the end of this document. Save as set out below, all holders of OneClickHR Shares whose names appear on the register of members of OneClickHR at 6.00 p.m. on 12 January 2010 or, if either the Court Meeting or the General Meeting is adjourned, on the register of members at 6.00 p.m. on the date two days before the date set for the adjourned Meeting, will be entitled to attend and vote at the relevant Meeting in respect of the number of OneClickHR Shares registered in their names at the relevant time, as further described below.

The Court Meeting

The Court Meeting, which has been convened for 10.00 a.m. on 14 January 2010 is being held at the direction of the Court to seek the approval of the Scheme Shareholders to the Scheme (with or without modification). At the Court Meeting, voting will be by poll and not on a show of hands and each Scheme Shareholder present in person or by proxy will be entitled to one vote for each Scheme Share then held. The approval required at the Court Meeting is a majority in number of the Scheme Shareholders who vote, representing not less than 75 per cent. in value of the Scheme Shares voted, either in person or by proxy, at the Court Meeting.

IT IS IMPORTANT THAT, FOR THE COURT MEETING, AS MANY VOTES AS POSSIBLE ARE CAST (WHETHER IN PERSON OR BY PROXY) SO THAT THE COURT MAY BE SATISFIED THAT THERE IS A FAIR AND REASONABLE REPRESENTATION OF SCHEME SHAREHOLDER OPINION. THEREFORE, WHETHER OR NOT YOU INTEND TO ATTEND THE MEETINGS, YOU ARE STRONGLY URGED TO SIGN AND RETURN YOUR FORMS OF PROXY FOR BOTH THE COURT MEETING AND GENERAL MEETING AS SOON AS POSSIBLE.

The General Meeting

The General Meeting has been convened for the same date as the Court Meeting at 10.15 a.m. (or as soon thereafter as the Court Meeting is concluded or adjourned) to allow OneClickHR Shareholders the opportunity to consider and, if thought fit, to pass a special resolution (which requires a vote in favour of not less than 75 per cent. of the votes cast) to approve, *inter alia*:

- (i) the implementation of the Scheme;
- (ii) the Capital Reduction by the cancellation and extinguishing of the Scheme Shares;
- (iii) subject to the Capital Reduction taking effect, the increase in OneClickHR's share capital by the creation of a number of New OneClickHR Shares of an aggregate nominal value equal to the aggregate nominal value of the OneClickHR Shares to be cancelled, the application of the resulting reserve in the books of account of OneClickHR in paying up in full the New OneClickHR Shares and the granting of authority to the directors of OneClickHR pursuant to section 551 of the Act to allot the New OneClickHR Shares to ADP Network Services and/or its nominee in accordance with the terms of the Scheme; and
- (iv) amendments to the OneClickHR Articles as described below.

Any OneClickHR Shares issued or transferred after the Reduction Record Time will not be subject to the Scheme. Accordingly, it is proposed that the Articles of OneClickHR be amended by the Special Resolution to be proposed at the General Meeting so that any OneClickHR Shares issued (including any OneClickHR Shares issued pursuant to the exercise of options outstanding under the OneClickHR Option Schemes) to any person (other than ADP Network Services or its nominee) on or after the Reduction Record Time will be immediately transferred to ADP Network Services (or as it may direct) in consideration of and conditional on the payment of the sum of 10.5 pence in cash per OneClickHR Share. This will avoid any person other than ADP Network Services (or members of the ADP Group) being left with any OneClickHR Shares once the Scheme has taken effect.

Voting on the Special Resolution will be on a show of hands unless a poll is demanded. The chairman reserves the right to demand that voting on the Special Resolution will be held by way of a poll and, in such event, each OneClickHR Shareholder present in person or by proxy will be entitled to one vote for every OneClickHR Share held.

Court Hearings

It is anticipated that there will be a Court Hearing (following approval by OneClickHR Shareholders of the Scheme). At this hearing the Court will hear OneClickHR's application for the sanction of the Scheme and the confirmation of the Capital Reduction. All OneClickHR Scheme Shareholders are entitled to attend the Court Hearing in person or to be represented by counsel to support or oppose the sanctioning of the Scheme.

Under the Companies Act, the Scheme and the Capital Reduction require the approval of the Court at the Court Sanction Hearing and the Reduction Court Hearing respectively. The Court Sanction Hearing is expected to be held on 5 February 2010 and the Reduction Court Hearing is expected to be held on 9 February 2010. Each of ADP and ADP Network Services has confirmed that it will be represented by counsel at the Court Hearings so as to consent to the Scheme and to undertake to the Court to be bound thereby.

The Scheme will become effective in accordance with its terms after delivery to the Registrar of Companies for England and Wales of both the Scheme Court Order and the Reduction Court Order and the registration by the Registrar of Companies for England and Wales of the Reduction Court Order.

If the Scheme becomes effective, it will be binding on all OneClickHR Shareholders irrespective of whether or not, being entitled to do so, they attended or voted in favour of the Scheme at the Court Meeting or in favour of the resolutions proposed at the General Meeting.

The Scheme contains a provision for ADP Network Services and OneClickHR jointly to consent, on behalf of all persons affected, to any modification of or additions to the Scheme or to any condition approved or imposed by the Court. The Court would be unlikely to approve any modifications of, or additions to, or impose a condition to the Scheme which might be material to the interest of Scheme Shareholders, unless Scheme Shareholders were informed of any such modification, addition or condition. It would be a matter for the Court to decide, in its discretion, whether or not a further meeting of Scheme Shareholders should be held in these circumstances. Similarly, if a modification, addition or condition is put forward which, in the opinion of the OneClickHR Directors, is of such a nature or importance that it requires the consent of Scheme Shareholders at a further meeting, the OneClickHR Directors will not take the necessary steps to enable the Scheme to become effective unless and until such consent is obtained.

13. Conditions to the Proposal and implementation of the Scheme

The Conditions to the implementation of the Scheme are set out in full in Part III of this document and include, but are not limited to, the following:

- (a) the approval of the Scheme by a majority in number of Scheme Shareholders representing not less than 75 per cent. in value of the holders of Scheme Shares, present and voting, either in person or by proxy, at the Court Meeting (or any adjournment of that meeting);
- (b) the Special Resolution required to approve and implement the Scheme being duly passed by the requisite majority at the General Meeting (or any adjournment of that meeting);
- (c) the sanction (with or without modification, such modification being acceptable to both OneClickHR and ADP Network Services) of the Scheme and confirmation of the Capital Reduction by the Court being obtained, an office copy of the Court Order being delivered to the Registrar of Companies in England and Wales and, in relation to the Court Order confirming the Capital Reduction, being registered by the Registrar of Companies in England and Wales; and
- (d) the other Conditions (set out in Part III of this document) which are not otherwise summarised in paragraphs (a) to (c) above being satisfied or, where relevant, waived by ADP Network Services.

14. Section 593 valuation report

As at 21 December 2009, the latest practicable Business Day prior to the printing of this document, ADP Network Services was not the registered holder of any OneClickHR Shares. It is anticipated that after the General Meeting but prior to the Scheme Effective Date, ADP Network Services will acquire

the legal title to OneClickHR Shares which will mean that ADP Network Services will be a member of OneClickHR on the Scheme Effective Date and accordingly there will be no requirement under section 593 of the Act for an independent valuation of the New OneClickHR Shares allotted to ADP Network Services under the Scheme.

15. Effect of the Proposal on the OneClickHR Option Schemes

The effect of the Scheme on subsisting OneClickHR Options is summarised below.

The Scheme will extend to any OneClickHR Shares issued after the date hereof and prior to the Reduction Record Time to satisfy the exercise of OneClickHR Options, but the Scheme will not extend to any OneClickHR Shares allotted or issued pursuant to the exercise of OneClickHR Options at any time on or after the Reduction Record Time. By virtue of the proposed new Article 160 to be inserted into the OneClickHR Articles at the General Meeting, OneClickHR Shares issued on the exercise of OneClickHR Options after the Reduction Record Time will be automatically transferred to ADP Network Services and/or its nominee(s) in return for 10.5 pence in cash for each OneClickHR Share so transferred.

OneClickHR has amended the rules and terms governing the OneClickHR Option Schemes to enable a cashless exercise facility to be made available to those OneClickHR Optionholders who exercise their OneClickHR Options on or prior to the Reduction Record Time and are required to pay an exercise price to do so.

OneClickHR Optionholders (except those resident in any jurisdiction outside the United Kingdom where the laws and regulations in that jurisdiction would restrict it) will be sent further details shortly regarding the impact of the Scheme on their OneClickHR Options and the actions that they can take.

Full details of OneClickHR Options held by OneClickHR Directors are set out at paragraph 4(b)(iv) of Part VI of this document.

No further grants will be made under the OneClickHR Option Schemes before the Court Hearings to sanction the Scheme, nor thereafter provided the Scheme becomes effective.

(a) *The Approved Scheme*

There are no subsisting OneClickHR Options which have been granted under the Approved Scheme.

(b) *The Unapproved Scheme*

There are subsisting unapproved OneClickHR Options over 960,000 OneClickHR Shares which have been granted under the Unapproved Scheme (“**Unapproved Options**”). Unapproved Options are currently exercisable over 360,000 OneClickHR Shares. The remaining Unapproved Options are currently unexercisable.

None of the Unapproved Options are subject to performance conditions.

Unapproved Options over 125,000 OneClickHR Shares have an exercise price per OneClickHR Share which is greater than the cash value placed on a OneClickHR Share under the Acquisition. Accordingly, it is not expected that such Unapproved Options will be exercised, in which case they will lapse, following the amendment having been made to the Unapproved Scheme (see below) on the expiry of the period of six months from the Court Sanction Date (provided the Scheme becomes effective). The remaining Unapproved Options have been granted with an exercise price per OneClickHR Share which is less than the cash value placed on a OneClickHR Share under the Acquisition.

The Unapproved Scheme has been amended with the approval of HMRC to allow Unapproved Options to be exercised conditionally on the Court sanctioning the Scheme on the Court Sanction Date. Further to the proposed amendment, Unapproved Options would lapse, if unexercised on

the expiry of the period of six months from the Court Sanction Date (provided the Scheme becomes effective).

(c) ***Supplier Option***

The Supplier Option is a nil cost option which has been granted over 600,000 OneClickHR Shares under terms identical to the rules of the Unapproved Scheme and is not subject to any performance conditions. Separate proposals will be made to the Optionholder of the Supplier Option.

(d) ***OneClickHR Options granted under the Unapproved Scheme with the intention of complying with the EMI Code***

There are subsisting OneClickHR Options over 154,000 OneClickHR Shares which have been granted under the Unapproved Scheme with the intention of complying with the EMI Code (“**EMI Scheme Options**”). None of the EMI Scheme Options are subject to performance conditions.

EMI Scheme Options over 28,000 OneClickHR Shares have been granted with an exercise price per OneClickHR Share which is greater than the cash value placed on a OneClickHR Share under the Acquisition. Accordingly, it is not expected that such EMI Scheme Options will be exercised and they will lapse, following the proposed amendment being made to the Unapproved Scheme (see paragraph 15(b) above), on the expiry of the period of six months from the Court Sanction Date (provided the Scheme becomes effective). The remaining EMI Scheme Options have been granted with an exercise price per OneClickHR Share which is less than the cash value placed on a OneClickHR Share under the Acquisition.

(e) ***OneClickHR Options granted under Option Agreements***

There are subsisting OneClickHR Options over 7,200,000 OneClickHR Shares which have been granted under Option Agreements (“**EMI Agreement Options**”).

EMI Agreement Options are currently exercisable over 5,500,000 OneClickHR Shares. The remaining EMI Agreement Options are currently unexercisable.

None of the EMI Agreement Options are subject to performance conditions.

All of the subsisting EMI Agreement Options have an exercise price per OneClickHR Share which is less than the cash value placed on a OneClickHR Share under the Acquisition.

The Option Agreements under which EMI Agreement Options have been granted have been amended with the approval of HMRC to allow EMI Agreement Options to be exercised conditionally on the Court sanctioning the Scheme at the Court Sanction Hearing on the Court Sanction Date. Further to the proposed amendment, EMI Agreement Options would lapse, if unexercised, on the expiry of the period of six months from the Court Sanction Date (provided the Scheme becomes effective).

16. 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.

17. 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 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.

18. United Kingdom Taxation

The following paragraphs summarise certain limited aspects of the United Kingdom taxation consequences of the implementation of the Proposal and are intended as a general guide for shareholders beneficially holding OneClickHR Shares as investments. They are based on United Kingdom law as presently in force and currently published United Kingdom HMRC practice. They assume, save where specifically mentioned, that the relevant OneClickHR Shareholder is resident, or ordinarily resident in the United Kingdom for United Kingdom taxation purposes and is not a share dealer or charity or other person with special tax status or claiming special tax reliefs or treatment. If you are in any doubt as to your tax position, you should consult your independent professional adviser immediately.

(a) *UK tax consequences on the receipt of the Cash Consideration*

Liability to UK Capital Gains Tax or corporation tax on chargeable gains (“CGT”) will depend on the individual circumstances of the OneClickHR Shareholder.

Where a OneClickHR Shareholder receives Cash Consideration under the Proposal, it will normally constitute a disposal of his or her OneClickHR Shares for the purposes of CGT which may, depending on the OneClickHR Shareholder’s individual circumstances (including the availability of exemptions and allowable losses) give rise to a liability to CGT.

Chargeable gain (giving rise to such CGT) will be calculated by reference to the base cost of the OneClickHR Shares including, for corporate Shareholders, indexation allowance (but not so as to create a loss) up to the date of disposal. Individuals will not be entitled to indexation allowance.

Gains realised by a non-corporate Shareholder in the year of assessment in question in excess of any annual exemption available will broadly be taxed at a flat rate of 18 per cent. for individuals, trustees and personal representatives.

(b) *Other direct tax matters*

Special tax provisions may apply to Shareholders who acquired OneClickHR Shares by exercising options or other rights, or on the vesting of rights, under the OneClickHR Share Schemes or otherwise. Such provisions may impose a charge to income tax and/or national insurance contributions when an option is exercised or the rights vest.

(c) *Stamp Duty and Stamp Duty Reserve Tax (“SDRT”)*

No stamp duty or SDRT will be payable by OneClickHR Shareholders as a result of accepting the Proposal.

The above statements are intended as a general guide to the current law and practice in the UK. They assume that OneClickHR Shareholders do not hold their OneClickHR Scheme Shares in a depositary receipt scheme or a clearance services scheme. If you are in any doubt as to your tax position, you should consult your independent professional adviser immediately.

19. Overseas Shareholders

The distribution of this document and the Forms of Proxy 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 Shareholders to satisfy themselves 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.

This document has been prepared for the purposes of complying with English law and the Takeover Code and the information disclosed may be different from that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.

All OneClickHR Shareholders (including without limitation, nominees, trustees or custodians) who would, or otherwise intend to, forward this document and its accompanying documents to any jurisdiction outside the United Kingdom, should seek appropriate authority before taking any action.

20. Settlement

Settlement

Settlement of the consideration to which any Scheme Shareholder is entitled under the Scheme will be implemented in full in accordance with the terms of the Scheme free of any liens, rights of set off, counterclaims or other analogous rights to which ADP Network Services may otherwise be, or claim to be, entitled against such Scheme Shareholder.

Subject to the Scheme becoming effective, currently expected to take place on 10 February 2010, (and except as provided in paragraph 19 above in relation to certain overseas Shareholders), settlement of the consideration to which any Scheme Shareholder is entitled will be effected in the following manner:

Scheme Shares held in uncertificated form (that is, in CREST)

Where at the Reduction Record Time, a Scheme Shareholder holds Scheme Shares in uncertificated form, he will receive any Cash Consideration to which he is entitled through CREST by ADP Network Services procuring the creation of an assured payment obligation in favour of the appropriate CREST account through which the relevant Scheme Shareholder holds such uncertificated shares in respect of the Cash Consideration due to him.

ADP Network Services reserves the right to settle all or any part of the Cash Consideration referred to above, for all or any Scheme Shareholders, in a manner described in the paragraph below, if for any reason it wishes to do so.

Scheme Shares held in certificated form

Where at the Reduction Record Time, a Scheme Shareholder holds Scheme Shares in certificated form, such Scheme Shares will be cancelled and share certificates for all such Scheme Shares will cease to be valid and should be destroyed. Cheques drawn on a branch of a UK clearing bank for Cash Consideration due under the Scheme in respect of Scheme Shares held at the Reduction Record Time in certificated form are expected to be dispatched to each holder of such Scheme Shares by first-class post (or by such other method as may be approved by the Panel) to the address appearing in the register of members of OneClickHR at the Reduction Record Time within 14 days of the Scheme Effective Date.

General

From and after the Scheme Effective Date, every holder of Scheme Shares in certificated form will be bound on the request of OneClickHR to deliver up to OneClickHR, or to any person appointed by OneClickHR, the existing certificate(s) for cancellation.

All documents and remittances sent to Scheme Shareholders will be dispatched at their own risk.

21. Action to be taken by Scheme Shareholders

The Proposal and the Scheme will require approval of Scheme Shareholders at the Court Meeting to be held at the offices of Olswang LLP, 90 High Holborn, London, WC1V 6XX at 10.00 a.m. on 14 January 2010. Implementation of the Proposal and the Scheme will also require the passing of the Special Resolution of Scheme Shareholders to be proposed at the General Meeting to be held on the

same date as the OneClickHR Court Meeting at 10.15 a.m. (or as soon thereafter as the Court Meeting is concluded or adjourned) and the subsequent sanction of the Court. If the Scheme becomes effective, it will be binding on all Scheme Shareholders, including any Scheme Shareholders who did not vote to approve the Scheme.

You will find enclosed with this document:

- a blue reply-paid Form of Proxy for use in respect of the Court Meeting on 14 January 2010 (attaching an attendance card in relation to the Court Meeting); and
- a white reply-paid Form of Proxy for use in respect of the General Meeting on 14 January 2010 (attaching an attendance card in relation to the General Meeting);

Whether or not you plan to attend both or either of the Meetings, please complete the enclosed BLUE and WHITE Forms of Proxy and return them in accordance with the instructions printed thereon as soon as possible, but in any event, so as to be received by post or, during normal business hours, by hand, to OneClickHR's Registrar, Capita Registrars, by 10.00 a.m. on 12 January 2010 in the case of the Court Meeting and by 10.15 a.m. on 12 January 2010 in the case of the General Meeting. If the BLUE Form of Proxy for use at the Court Meeting is not lodged by 10.00 a.m. on 12 January 2010, it may be handed to OneClickHR's Registrars on behalf of the Chairman at the Court Meeting before the taking of the poll. However, in the case of the General Meeting, unless the WHITE Form of Proxy is lodged so as to be received by 10.15 a.m. on 12 January 2010, it will be invalid. The completion and return of a Form of Proxy will not prevent you from attending and voting at either the Court Meeting or the General Meeting, or any adjournment thereof, in person if you wish to do so.

It is important that, for the Court Meeting, as many votes as possible are cast so that the Court may be satisfied that there is a fair and reasonable representation of Scheme Shareholder opinion. You are therefore strongly urged to sign and return your Forms of Proxy as soon as possible.

Actions to be taken by Scheme Shareholders who are also OneClickHR Optionholders can be found in the separate proposal letters to be sent shortly on behalf of ADP Network Services to the OneClickHR Optionholders.

Help line

If you have any questions relating to this document or the completion and return of the Forms of Proxy, please call OneClickHR's Registrars, Capita Registrars on 0871 664 0321 (calls cost 10 pence per minute plus network extras) (or, if calling from outside the UK +44 208 639 3399 (calls to the helpline from outside the UK will be charged at the applicable international rate) between 9.00 a.m. and 5.00 p.m. (London time), on any Business Day (different charges may apply to calls from mobile telephones). Please note, however, that for legal reasons the helpline cannot provide advice on the merits of the Proposal or give any legal, tax or financial advice. Calls may be recorded and monitored for security and training purposes.

22. Further Information

The terms of the Scheme are set out in full in Part VIII of this document. Further information regarding the ADP Group is set out in Parts I, V and VI of this documents. Particulars of documents available for inspection are given in paragraph 10 of Part VI of this document. Your attention is also drawn to Part III (Conditions to the Proposal and implementation of the Scheme) and to the notices of the Court Meeting and the General Meeting, which form part of this document.

Yours faithfully

David Davies, Head of Corporate Finance
For and on behalf of
KBC Peel Hunt

PART III

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 is conditional upon:
 - (a) approval of the Scheme by a majority in number of 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 this 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 is 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. The Scheme will lapse if it is referred to the Competition Commission before the Effective Date of the Scheme.
 7. 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.
 8. 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 p.m. on 14 December 2009;

- (b) any public announcement by OneClickHR to a Regulatory Information Service on or before 11.59 p.m. 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 7 of Part VI of this document;

“**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.

PART IV

ONECLICKHR FINANCIAL INFORMATION INCORPORATED BY REFERENCE

The information listed below relating to OneClickHR is hereby incorporated by reference into this document.

No. Information

Source of Information

1. Turnover, net profit or loss before and after taxation, the charge for tax, extraordinary items, minority interests, the amount absorbed by dividends and earnings and dividends per share for OneClickHR Group for the three years ended 31 December 2008

OneClickHR Annual Report & Accounts 2008, Consolidated Income Statement on page 18.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

http://www.oneclickhrplc.com/downloads/2008/160409_OneClickHR%20AR%2008.pdf

OneClickHR Annual Report & Accounts 2007, Consolidated Income Statement on page 21.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.oneclickhrplc.com/investor/OneClickHRAR07.pdf>

OneClickHR Annual Report & Accounts 2006, Consolidated Income Statement on page 19.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.oneclickhrplc.com/investor/annualaccounts2006.pdf>

2. A statement of the assets and liabilities shown in the audited accounts for OneClickHR Group for the year ended 31 December 2008, being the last published audited accounts

OneClickHR Annual Report & Accounts 2008, Consolidated Balance Sheet on page 19.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

http://www.oneclickhrplc.com/downloads/2008/160409_OneClickHR%20AR%2008.pdf

3. A cash flow statement as provided in the audited accounts for OneClickHR Group for the year ended 31 December 2008, being the last published audited accounts

OneClickHR Annual Report & Accounts 2008, Consolidated Cash Flow Statement on page 20.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

http://www.oneclickhrplc.com/downloads/2008/160409_OneClickHR%20AR%2008.pdf

4. Significant accounting policies together with any points from the notes to the accounts which are of major relevance to an appreciation of the figures.

OneClickHR Annual Report & Accounts 2008, the Significant Accounting Policies and the Notes to the Accounts on pages 21 to 42.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

http://www.oneclickhrplc.com/downloads/2008/160409_OneClickHR%20AR%2008.pdf

OneClickHR Annual Report & Accounts 2007, the Significant Accounting Policies and the Notes to the Accounts on pages 24 to 50.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.oneclickhrplc.com/investor/OneClickHRAR07.pdf>

OneClickHR Annual Report & Accounts 2006, the Significant Accounting Policies and the Notes to the Accounts on pages 22 to 41.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

<http://www.oneclickhrplc.com/investor/annualaccounts2006.pdf>

5. Turnover, net profit or loss before and after taxation, the charge for tax, extraordinary items, minority interests, the amount absorbed by dividends and earnings and dividends per share for OneClickHR Group for the six months ended 30 June 2009, being the date to which OneClickHR's most recent interim accounts were made up

OneClickHR Interim Results for the six months ended 30 June 2009, Consolidated Income Statement on page 4.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

[http://www.oneclickhrplc.com/downloads/2009/03Sept2009_OneClickHR%20plc%20Int%20AR%20\(2\).pdf](http://www.oneclickhrplc.com/downloads/2009/03Sept2009_OneClickHR%20plc%20Int%20AR%20(2).pdf)

The results for OneClickHR for the three years ended 31 December 2006, 2007 and 2008 are available free of charge on the OneClickHR website at <http://www.oneclickhrplc.com/>.

Information in relation to 1, 2 and 3 above has not been published in an inflation adjusted form.

The annual reports are available in "read-only" format and can be printed from the OneClickHR website. OneClickHR will provide within two business days, without charge, to each person to whom a copy of this document has been delivered, upon their written or verbal request, a hard copy of any documents incorporated by reference in this document. Hard copies of any such documents 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.

PART V

ADP FINANCIAL INFORMATION INCORPORATED BY REFERENCE

The information listed below relating to ADP is hereby incorporated by reference into this document.

<i>No. Information</i>	<i>Source of Information</i>
1. Turnover, net profit or loss before and after taxation, the charge for tax, extraordinary items, minority interests, the amount absorbed by dividends and earnings and dividends per share for ADP for the three years ended 30 June 2009	<p>ADP 2009 Annual Report on Form 10-K, Statement of Consolidated Earnings on page 34 and Statement of Consolidated Stockholders' Equity on page 36.</p> <p>If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p> <p>http://www.investquest.com/iq/a/adp/fin/10k/adpk09.pdf.</p>
2. A statement of the assets and liabilities shown in the audited accounts for ADP for the year ended 30 June 2009, being the last published audited accounts	<p>ADP 2009 Annual Report on Form 10-K, Consolidated Balance Sheets on page 35.</p> <p>If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p> <p>http://www.investquest.com/iq/a/adp/fin/10k/adpk09.pdf.</p>
3. A cash flow statement as provided in the audited accounts for ADP for the year ended 30 June 2009, being the last published audited accounts	<p>ADP 2009 Annual Report on Form 10-K, Statements of Consolidated Cash Flows on page 37.</p> <p>If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p> <p>http://www.investquest.com/iq/a/adp/fin/10k/adpk09.pdf.</p>
4. Significant accounting policies together with any points from the notes to the accounts which are of major relevance to an appreciation of the figures.	<p>ADP 2009 Annual Report on Form 10-K, Notes to Consolidated Financial Statements, including Summary of Significant Accounting Policies, pages 38 to 66.</p> <p>If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in</p>

soft copy, please click on the web address below to be brought to the relevant document.

<http://www.investquest.com/iq/a/adp/fin/10k/adpk09.pdf>.

The Annual Reports on Form 10-K for ADP for the year ended 30 June 2009 is available free of charge on the ADP website at <http://www.investquest.com/iq/a/adp/fin/10k/index.htm>.

Information in relation to 1, 2 and 3 above has not been published in an inflation adjusted form.

The 2009 Annual Report on Form 10-K can be printed from the ADP website. ADP will post, without charge, to each person to whom a copy of this document has been delivered, upon such person's written or verbal request, a hard copy of any documents incorporated by reference in this document. Hard copies of any such documents will not be provided unless such a request is made. Requests for hard copies of any such document should be directed to Mrs. Mary Woods of ADP by telephoning +1-973-974-7262 during normal business hours on any Business Day prior to the Scheme Effective Date, or by delivering prior to the Scheme Effective Date a written request addressed to Mrs. Mary Woods at ADP, One ADP Boulevard, Roseland, New Jersey 07068, United States of America.

PART VI

ADDITIONAL INFORMATION

1. Responsibility

- (i) The OneClickHR Directors whose names and business addresses are set out in paragraph 2(i) of this Part VI, accept responsibility for the information contained in this document relating to OneClickHR, the OneClickHR Group and themselves and their immediate families and connected persons and the recommendation of the terms of the Scheme. To the best of the knowledge and belief of the OneClickHR Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.
- (ii) The ADP Directors and the ADP Network Services Directors whose names and business addresses are set out in paragraphs 2(ii) and 2(iii) of this Part VI, accept responsibility for the information contained in this document in so far as it relates to the ADP Group, the ADP Directors, the ADP Network Services Directors and members of their immediate families and related trusts and controlled companies. To the best of the knowledge and belief of the ADP Directors and the ADP Network Services Directors (who have taken all reasonable care to ensure that such is the case) such information contained in this document for which they take responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Directors

- (i) The directors of OneClickHR and their functions are as follows:

<i>Name</i>	<i>Function</i>
Lord Sheppard of Didgemere	<i>Non-Executive Chairman</i>
Mark Loveland	<i>Non-Executive Director</i>
Frank Beechinor-Collins	<i>Chief Executive Officer</i>
Stephen Oliver	<i>Chief Financial Officer</i>
Peter Sedman	<i>Technical Director</i>
Trevor Townsend	<i>Operations Director</i>

The business address of each of the directors of OneClickHR is 2 Bromley Road, Beckenham, Kent BR3 5JE.

- (ii) The directors of ADP Network Services and their functions are as follows:

<i>Name</i>	<i>Function</i>
Michael Bonarti	<i>Director</i>
Donald Edward McGuire	<i>Director</i>

The business address of each of the directors of ADP Network Services is Syward Place, Pycroft Road, Chertsey, Surrey KT16 9JT.

(iii) The directors of ADP and their respective functions are:

<i>Name</i>	<i>Function</i>
Gregory D. Brenneman	<i>Chairman Compensation Committee</i>
Leslie A. Brun	<i>Non-Executive Chairman</i>
Gary C. Butler	<i>President and Chief Executive Officer</i>
Leon G. Cooperman	<i>Chairman Audit Committee</i>
Eric C. Fast	<i>Director</i>
Linda R. Gooden	<i>Director</i>
R. Glenn Hubbard	<i>Director</i>
John P. Jones	<i>Chairman Nominating/Corporate Governance Committee</i>
Charles H. Noski	<i>Director</i>
Sharon T. Rowlands	<i>Director</i>
Gregory L. Summe	<i>Director</i>

ADP is incorporated in Delaware, United States and its registered office is at c/o National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover DE 19904, United States.

3. Market Quotations

The following table sets out the Closing Price for OneClickHR Shares as derived from the Daily Official List on 14 December 2009 (being the last Business Day prior to the Announcement Date), on the first dealing day in each of the six calendar months prior to the date of this document and on 21 December 2009 (being the last practicable Business Day prior to the printing of this document):

<i>Date</i>	<i>Closing Price of OneClickHR Share (Pence)</i>
1 July 2009	7.75
3 August 2009	7.50
1 September 2009	7.50
1 October 2009	9.50
2 November 2009	8.38
1 December 2009	9.88
14 December 2009 (being the last business day prior to Offer Period)	9.63
21 December 2009 (being the last practicable Business Day prior to the printing of this document)	10.50

4. Disclosure of Interests and Dealings in Shares

(a) Definitions

For the purposes of this paragraph 4:

- (i) **acting in concert** with OneClickHR, ADP or ADP Network Services, as the case may be, means any such person acting or deemed to be acting in concert with OneClickHR, ADP or ADP Network Services, as the case may be, for the purposes of the Takeover Code;
- (ii) **arrangement** includes indemnity or option arrangements, and any agreement or understanding, formal or informal, of whatever nature, relating to relevant securities which may be an inducement to deal or to refrain from dealing;
- (iii) **associate** means:
 - (A) any parent companies, subsidiaries, fellow subsidiaries and associated companies of OneClickHR or (as the case may be) ADP or ADP Network Services, and companies of which any such companies are associated companies;
 - (B) connected advisers and persons controlling, controlled by or under the same control as such connected advisers; and

- (C) the OneClickHR Directors or (as the case may be) the ADP Directors, ADP Network Services Directors, or the directors of any company covered in (A) above (together, in each case, with their connected persons);
- (iv) **connected adviser** includes an organisation which:
 - (A) is advising OneClickHR or (as the case may be) ADP or ADP Network Services in relation to the Proposal;
 - (B) is corporate broker to OneClickHR or (as the case may be) ADP or ADP Network Services;
 - (C) is advising a person acting in concert with OneClickHR or (as the case may be) ADP or ADP Network Services in relation to the Proposal or in relation to the matter which is the reason for that person being a member of the concert party; or
 - (D) is advising a relevant associate in relation to the Proposal;
- (v) **dealing or dealt** includes:
 - (A) acquiring or disposing of relevant securities, or the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to securities or of general control of securities;
 - (B) taking, granting, acquiring, disposing of, entering into, closing out, terminating, exercising (by either party) or varying an option (including a trading option contract) in respect of any relevant securities;
 - (C) subscribing or agreeing to subscribe for relevant securities;
 - (D) exercising or converting, whether in respect of new or existing securities, any relevant securities carrying conversion or subscription rights;
 - (E) acquiring, disposing of, entering into, closing out, exercising (by either party), any rights under, or varying, a derivative referenced, directly or indirectly, to relevant securities;
 - (F) entering into, terminating or varying the terms of any agreement to purchase or sell relevant securities; and
 - (G) any other action resulting, or which may result, in an increase or decrease in the number of relevant securities in which a person is interested or in respect of which he has a short position;
- (vi) **derivative** includes any financial product the value of which, in whole or in part, is determined directly or indirectly by reference to the price of an underlying security;
- (vii) **disclosure period** means the period commencing on 15 December 2008 (being the date 12 months prior to the commencement of the Offer Period) and ending on 21 December 2009 (being the last practicable Business Day prior to the printing of this document);
- (viii) **a person has an interest** or is **interested** in relevant securities if he has long economic exposure, whether absolute or conditional, to changes in the price of those securities and in particular covers:
 - (A) acquiring or disposing of relevant securities, or the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to securities or of general control of securities;
 - (B) the right, option or obligation to acquire, call for or take delivery of securities under an option or derivative; and
 - (C) the situation where a person holds a derivative reference to, or which may result in, a long position in securities;
- (ix) **persons connected** means persons connected with a director as defined in section 252 of the Act;
- (x) **relevant associate** means OneClickHR or (as the case may be) ADP or ADP Network Services and the subsidiaries and associated companies of OneClickHR or (as the case may

be) ADP or ADP Network Services and companies of which any such associated companies are associated companies;

(xi) **relevant securities** means:

(A) OneClickHR Shares, ADP Shares or ADP Network Services Shares and any other securities of OneClickHR, ADP or ADP Network Services conferring voting rights;

(B) equity share capital of OneClickHR, ADP, ADP Network Services;

(C) securities in OneClickHR, ADP or ADP Network Services carrying conversion or subscription rights into any of the foregoing;

(xii) **short position** means any short position (whether conditional or absolute and whether in the money or otherwise) including any short position under a derivative; and

(xiii) **ownership or control of 20 per cent. or more of the equity share capital of a company is regarded as the test of associated company status and control** means an interest, or interests, in shares carrying in aggregate 30 per cent. or more of the voting rights attributable to the capital of a company, which are currently exercisable at a general meeting, irrespective of whether such interest gives *de facto* control.

(b) *Interests and dealings in relevant securities of OneClickHR*

(i) As at close of business on the last day of the disclosure period, neither ADP, ADP Network Services nor any ADP Director, any ADP Network Services Director nor any persons connected with any of them nor any associates of ADP or ADP Network Services held any interests, rights to subscribe or short positions in OneClickHR Shares.

(ii) As at close of business on the last day of the disclosure period, neither KBC Peel Hunt nor Mooreland Partners held any interests, rights to subscribe or short positions in OneClickHR Shares (excluding exempt principal traders and exempt fund managers).

(iii) As at close of business on the last day of the disclosure period the interests, rights to subscribe and short positions in respect of the relevant securities of OneClickHR held by the OneClickHR Directors (excluding options and awards as set out in paragraph 4(b)(iv) below), and persons connected with such directors, were as follows:

<i>Director</i>	<i>Number of Shares</i>	<i>Percentage of issued share capital</i>
Lord Sheppard of Didgemere	4,500,000	3.0%
Frank Beechinor-Collins ¹	8,561,615	5.8%
Mark Loveland	3,287,879	2.2%
Peter Sedman	8,642,660	5.8%
Total	24,992,154	16.8%

¹ Of these shares Mr Beechinor-Collins has a non-beneficial interest in 8,460,705 OneClickHR Shares which are held by the Curra Trust for the benefit of persons connected to him.

- (iv) As at close of business on the last day of the disclosure period the following OneClickHR Options and awards over OneClickHR Shares had been granted to the OneClickHR Directors and persons connected with such directors under the terms of the OneClickHR Option Schemes and remained outstanding:

<i>Name of person option granted to</i>	<i>Class</i>	<i>Number of shares over which options are granted</i>	<i>Date of grant</i>	<i>Exercise price</i>	<i>Exercise period</i>
Frank Beechinor-Collins	Ordinary shares	1,250,000	29 December 2006	4p per share	from 27 March 2009 to 29 December 2016
Frank Beechinor-Collins	Ordinary shares	750,000	29 December 2006	4p per share	from 27 March 2009 to 29 December 2016
Peter Sedman	Ordinary shares	1,000,000	29 December 2006	4p per share	from 27 March 2009 to 29 December 2016
Stephen Oliver	Ordinary shares	500,000	9 November 2007	4.125p per share	from date of publication of results up to 31 December 2009 to 9 November 2017
Stephen Oliver	Ordinary shares	1,000,000	29 December 2006	4p per share	from 27 March 2009 to 29 December 2016
Trevor Townsend	Ordinary shares	500,000	9 November 2007	4.125p per share	from date of publication of results up to 31 December 2009 to 9 November 2017
Trevor Townsend	Ordinary shares	1,000,000	29 December 2006	4p per share	from 27 March 2009 to 29 December 2016

- (v) As at close of business on the last day of the disclosure period no interests, rights to subscribe or short positions in respect of relevant securities of OneClickHR were held by (a) connected advisers to ADP or ADP Network Services, a company which is a relevant associate of ADP or ADP Network Services or persons acting in concert with ADP or ADP Network Services; or (b) persons controlling, controlled by or under the same control as any such connected advisers (excluding exempt principal traders and exempt fund managers).
- (vi) During the disclosure period, there were no dealings in relevant securities of OneClickHR by the OneClickHR Directors or persons connected with such directors.
- (vii) During the disclosure period, there have been no dealings in relevant securities of OneClickHR by KBC Peel Hunt (excluding exempt principal traders and exempt fund managers).
- (viii) During the disclosure period, there have been no dealings in relevant securities of OneClickHR by ADP, ADP Network Services, associates of ADP or ADP Network Services, ADP Directors or ADP Network Services Directors and persons connected with them.
- (ix) During the disclosure period there have been no dealings in relevant securities of OneClickHR by (a) connected advisers to ADP or ADP Network Services, a company which is a relevant associate of ADP or ADP Network Services or persons acting in concert with ADP or ADP Network Services; or (b) persons controlling, controlled by or under the same control as any such connected advisers (excluding exempt principal traders and exempt fund managers).
- (x) During the disclosure period, OneClickHR has not redeemed or purchased any OneClickHR Shares.

(c) *Interests and dealings in relevant securities of ADP*

- (i) As at the close of business on the last day of the disclosure period, neither OneClickHR nor its associates nor any person acting in concert with OneClickHR held any interests, rights to subscribe or short positions in ADP Shares.
- (ii) During the disclosure period, there have been no dealings for value by OneClickHR, nor persons acting in concert with OneClickHR in ADP Shares.
- (iii) As at the close of business on the last day of the disclosure period, none of the OneClickHR Directors, and persons connected with such directors held any interests, rights to subscribe or short positions in ADP Shares.
- (iv) During the disclosure period, there have been no dealings for value in ADP Shares in which the OneClickHR Directors or their connected persons were interested.

(d) *General*

Save as disclosed in this paragraph 4:

- (i) as at close of business on the last day of the disclosure period, neither OneClickHR, nor any other member of the OneClickHR Group, nor the OneClickHR Directors, nor (in the case of the OneClickHR Directors) any persons connected with such directors, nor any person acting in concert with OneClickHR, nor any person with whom OneClickHR or any person acting in concert with OneClickHR had an arrangement, or had any right to subscribe for, or had any short position in relation to, or was interested in, directly or indirectly, any relevant securities of ADP, ADP Network Services or OneClickHR, as appropriate, and nor had any such person dealt in any relevant securities of OneClickHR, ADP or ADP Network Services during the disclosure period;
- (ii) no relevant associate, nor any pension fund of OneClickHR or of any company which is a relevant associate, nor any employee benefit trust of OneClickHR or of any company which is a relevant associate, nor any connected adviser or any person controlling, controlled by or under the same control as any such adviser (except for an exempt principal trader or an exempt fund manager) nor any person who has an arrangement with OneClickHR or with any person who is an associate of OneClickHR, had an interest in or a right to subscribe for, or any short position in relation to, relevant securities of OneClickHR as at 21 December 2009, being the last practicable Business Day prior to the printing of this document, or has engaged in any, dealing in relevant securities of OneClickHR during the disclosure period;
- (iii) as at close of business on the last day of the disclosure period, neither ADP, ADP Network Services 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, any relevant securities of OneClickHR and nor had any such person dealt in any relevant securities of OneClickHR during the disclosure period;
- (iv) no relevant associate, nor any pension fund of ADP or ADP Network Services or of any company which is a relevant associate, nor any employee benefit trust of ADP or ADP Network Services or of any company which is a relevant associate, nor any connected adviser or any person controlling, controlled by or under the same control as any such adviser (except for an exempt principal trader or an exempt fund manager) nor any person who has an arrangement with ADP, ADP Network Services or with any person who is an associate of ADP or ADP Network Services, had an interest in or a right to subscribe for, or any short position in relation to, relevant securities of OneClickHR as at 21 December 2009, being the last practicable Business Day prior to the printing of this document, or has engaged in any dealing in relevant securities of OneClickHR during the disclosure period;
- (v) neither ADP, ADP Network Services, OneClickHR nor any person acting or presumed to be acting in concert with ADP, ADP Network Services or OneClickHR had borrowed or lent any relevant securities in OneClickHR (save for any borrowed shares which have been either on-lent or sold) during the disclosure period;

- (vi) neither OneClickHR nor any person acting or presumed to be acting in concert with OneClickHR had borrowed or lent any relevant securities in ADP or ADP Network Services (save for any borrowed shares which have been either on-lent or sold) during the disclosure period;
- (vii) save for the irrevocable undertakings given by the OneClickHR Directors as set out in paragraph 6 of Part II of this document there is no arrangement relating to relevant securities in either ADP, ADP Network Services or OneClickHR which exists between OneClickHR or any person acting in concert with OneClickHR and any other person;
- (viii) save for the irrevocable undertakings given by the OneClickHR Directors as set out in paragraph 6 of Part II of this document there is no arrangement relating to relevant securities in OneClickHR which exists between ADP, ADP Network Services or any associate of ADP or ADP Network Services and any other person;
- (ix) no persons are acting in concert (as defined in paragraph 4(a)(i) above) with OneClickHR;
- (x) no persons are acting in concert (as defined in paragraph 4(a)(i) above) with ADP or ADP Network Services.

5. Material Contracts

(a) *OneClickHR*

The only contract entered into by OneClickHR and its subsidiaries since 15 December 2007 (being the date two years prior to the commencement of the Offer Period) which is or may be material and which was not in the ordinary course of business is the Implementation Agreement, details of which are set out at paragraph 7 below.

(b) *ADP Network Services*

The only contract entered into by ADP Network Services and its subsidiaries since 15 December 2007 (being the date two years prior to the commencement of the Offer Period) which is or may be material and which was not in the ordinary course of business is the Implementation Agreement, details of which are set out at paragraph 7 below.

6. Service Agreements and Terms of Appointment of Directors

- (a) Save as set out in paragraphs 6(b) and (c) below, there are no service contracts between any OneClickHR Director or any of its subsidiaries and no such contract has been entered into or amended or replaced within the six months preceding the date of this document.
- (b) The following service contracts exist between executive OneClickHR Directors and OneClickHR or its subsidiaries:
 - (i) Each of Mr Beechinor-Collins and Mr Sedman has a service contract with OneClickHR PLC or is otherwise engaged by OneClickHR on terms that the engagement is terminable by either party on not less than 12 months' notice.
 - (ii) Mr Oliver has a service contract with OneClickHR PLC or is otherwise engaged by OneClickHR on terms that the engagement is terminable by either party on not less than 6 months' notice.
 - (iii) Mr Townsend has a service contract with Vizual Business Tools PLC or is otherwise engaged by OneClickHR on terms that the engagement is terminable by either party on not less than 3 months' notice.

- (iv) The following are the details of the benefits and emoluments made available to the executive OneClickHR Directors under their engagement terms with OneClickHR or its subsidiaries:

<i>Name of Director</i>	<i>Date of Agreement</i>	<i>Current Annual Salary *</i>	<i>Other Benefits</i>
Frank Beechinor-Collins	8 May 2000	£115,000	(1), (2), (3)
Stephen Oliver	3 April 2006	£110,000	(1), (2), (3)
Peter Sedman	8 May 2000	£105,000	(1), (2), (3)
Trevor Townsend	13 November 2007	£100,000	(1), (2), (3)

Key:

* Each of the executive directors is entitled to receive a bonus based on a combination of individual performance and group financial performance. This is partly determined on the sales achieved and partly at the discretion of the remuneration committee. Mr Oliver is entitled to elect annually to receive either: (i) a fixed bonus of £10,000 per annum; or (ii) a percentage of the commission earned by Mr Beechinor-Collins. In respect of the year ended 31 December 2008 each of Mr Beechinor Collins, Mr Oliver and Mr Townsend respectively received £25,000, £16,000 and £10,000 by way of a bonus.

- (1) Private medical insurance
- (2) Company car – or payment in lieu of £6,000
- (3) Death in service benefits

- (v) In the event that OneClickHR is sold or there is a change of control of OneClickHR which results in there being no mutually agreeable role for him in the ongoing business, Stephen Oliver is entitled to a payment of six months' remuneration in addition to notice due under his contract.
- (c) The following letters of engagement exist between non-executive OneClickHR Directors and OneClickHR or its subsidiaries:
- (i) Lord Sheppard of Didgemere and Mark Loveland are both engaged by OneClickHR as non-executive directors pursuant to engagement letters under which they are entitled to receive fees which are determined by the Board, currently £12,000 per annum each. The OneClickHR Board has reserved the right to pay Lord Sheppard and Mr Loveland an additional amount where discharge of their respective fiduciary obligations has made exceptional demands on their time. Lord Sheppard's engagement is subject to a notice period of one month's notice by either party. Mr Loveland's engagement is subject to a notice period of 12 months' notice by either party.
 - (ii) The aggregate remuneration, including salaries, fees and benefits in kind (excluding bonuses) of the OneClickHR Directors for the year ended 31 December 2008 amounted to £379,000. It is estimated that under arrangements currently in force, the aggregate remuneration (excluding bonuses) and benefits in kind to be paid to the OneClickHR Directors for the year ended 31 December 2009 will be approximately £454,000.

7. 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 Part III of this document 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.

8. Financing

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

Mooreland Partners is satisfied that sufficient financial resources are available to ADP Network Services to satisfy the Cash Consideration payable by ADP Network Services pursuant to the Scheme.

9. General

- (a) There are no agreements or arrangements to which ADP Network Services is a party which relate to the circumstances in which it may or may not invoke or seek to invoke a condition to the Proposal.
- (b) There is no agreement, arrangement or understanding whereby beneficial ownership of any of the OneClickHR Shares to be acquired by ADP Network Services pursuant to the Proposal will be transferred to any other persons except that ADP Network Services reserves the right to transfer any OneClickHR Shares acquired to any member of the ADP Group or any nominee.
- (c) Neither the payment of interest on, nor any repayment of, nor security for, any liability (contingent or otherwise) of ADP Network Services will depend to any significant extent on the business of OneClickHR.
- (d) Mooreland Partners has given and has not withdrawn its written consent to the issue of this document with the inclusion herein of the references to its name in the form and context in which they appear.
- (e) KBC Peel Hunt has given and has not withdrawn its written consent to the issue of this document with the inclusion herein of the references to its name in the form and context in which they appear.
- (f) There have been no material changes to any of the information concerning OneClickHR which has been published since the commencement of the Offer Period.
- (g) Except as disclosed elsewhere in this document the OneClickHR Directors are not aware of any material change in the financial or trading position of OneClickHR which has occurred since 31 December 2008, being the date to which the last audited accounts of OneClickHR were made up.
- (h) Except as disclosed elsewhere in this document the ADP Directors are not aware of any material change in the financial or trading position of ADP which has occurred since 30 June 2009, being the date to which the latest Annual Report on Form 10 K of ADP was made up.

10. Documents available for inspection

Copies of the following documents will be available for inspection at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX during normal business hours on any Business Day prior to the Scheme Effective Date:

- (a) the current memorandum and articles of association of OneClickHR and the current memorandum and articles of association of ADP Network Services;
- (b) the full terms of the proposed amendments to the articles of association of OneClickHR;

- (c) the audited and consolidated accounts of OneClickHR and its subsidiary undertakings for the two years ended 31 December 2007 and 31 December 2008 including the auditors' reports thereon;
- (d) the unaudited interim accounts of OneClickHR for the six month period ended 30 June 2009;
- (e) the Annual Report on Form 10-K of ADP for the fiscal year ended 30 June 2009 and the quarterly report on Form 10-Q of ADP for the quarter ended 30 September 2009;
- (f) the OneClickHR Option Schemes;
- (g) the material contracts referred to in paragraph 5 of this Part VI;
- (h) the OneClickHR Directors' service contracts and letters of appointments referred to in paragraph 6 of this Part VI;
- (i) the written consents referred to in paragraph 9 of this Part VI;
- (j) this document, incorporating the Notice of the OneClickHR Court Meeting and the Notice of the OneClickHR General Meeting and the Forms of Proxy all dated 22 December 2009;
- (k) the irrevocable undertakings referred to in paragraph 8 of Part I of this document; and
- (l) the Implementation Agreement referred to in paragraph 7 of this Part VI.

Dated 22 December 2009

PART VII

BASES AND SOURCES OF INFORMATION

1. Unless otherwise stated:
 - (i) financial information relating to OneClickHR has been provided by the OneClickHR Directors and is referenced in Part IV of this document; and
 - (ii) financial information relating to the ADP Group has been provided by the ADP Directors and is referenced in part V of this document.
2. The value of the fully 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 18 December 2009, the last practicable date prior to the printing of this document.
3. The closing middle market prices of OneClickHR Shares are derived from the Daily Official List for the relevant dates.

PART VIII

THE SCHEME OF ARRANGEMENT

**IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT**

No. 21956 of 2009

IN THE MATTER OF ONECLICKHR PLC

– and –

IN THE MATTER OF THE COMPANIES ACT 2006

SCHEME OF ARRANGEMENT

(under Part 26 of the Companies Act 2006)

BETWEEN

ONECLICKHR PLC

AND

THE HOLDERS OF SCHEME SHARES
(as defined below)

PRELIMINARY

(A) In this Scheme, unless inconsistent with the subject or context, the following expressions bear the following meanings:

“AIM”	the AIM market operated by the London Stock Exchange
“ADP Network Services”	ADP Network Services Limited
“ADP Group”	ADP and its subsidiary undertakings from time to time and “member of the ADP Group” shall be construed accordingly
“Articles”	the articles of association of the Company adopted from time to time
“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
“Cash Consideration”	the consideration for each Scheme Share which is payable in cash
“certificated form” or “in certificated form”	represented by a physical share certificate or not in uncertificated form (that is, not in CREST);
“Circular”	the document dated 22 December 2009 sent by the Company to the holders of its ordinary shares of which this Scheme forms part
“Closing Price”	as regards OneClickHR Shares, the closing middle market quotation of a OneClickHR Share derived from AIM

“Closing Valuation Date”	the Business Day immediately prior to the General Meeting
“Company”	OneClickHR plc, a public limited company incorporated in England and Wales with registered number 03252181;
“Court Meeting”	the meeting or meetings of Scheme Shareholders (and any adjournment or postponement thereof) to be convened pursuant to an order of the Court pursuant to Part 26 of the Companies Act 2006 for the purposes of considering and, if thought fit, approving the Scheme (with or without modification) and any adjournment thereof;
“Court Orders”	the Scheme Court Order and the Reduction Court Order, as the case may be;
“CREST”	the relevant system (as defined in the Regulations) in respect of which Euroclear is the Operator (as defined in the Regulations);
“Scheme Effective Date”	the date on which this Scheme becomes effective in accordance with paragraph 5 of this Part VIII;
“Euroclear”	Euroclear UK & Ireland Limited, the operator, as defined in the Regulations;
“holder”	a registered holder and includes a person(s) entitled by transmission;
“OneClickHR General Meeting”	the general meeting of OneClickHR (and any adjournment thereof) convened in connection with the Scheme to be held at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX on 14 January 2010, notice of which is set out at the end of the document of which this Scheme forms part;
“OneClickHR Shares”	ordinary shares of 1p each in the capital of OneClickHR;
“New OneClickHR Shares”	the new OneClickHR Shares to be allotted and issued to ADP Network Services or its nominee(s) pursuant to the Scheme
“Panel”	the Panel on Takeovers and Mergers;
“pounds” or “£”	UK pounds sterling, the lawful currency of the UK;
“Reduction Court Hearing”	the hearing by the Court of the application to confirm the Reduction of Capital;
“Reduction Court Order”	the order of the Court confirming the Reduction of Capital
“Reduction of Capital”	the reduction of the Company’s share capital under sections 641 to 648 of the Act provided for by this Scheme;
“Reduction Record Time”	6.00 p.m. on the Business Day before the Reduction Court Hearing;
“Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) as amended;
“Scheme”	this scheme of arrangement in its present form or with or subject to any modification, addition or condition approved or imposed by the Court and agreed by the Company and ADP Network Services;
“Scheme Court Hearing”	the hearing by the Court to sanction the Scheme;
“Scheme Court Order”	the order of the Court sanctioning the Scheme;
“Scheme Shareholders”	holders of Scheme Shares;

“Scheme Shares”	<p>all OneClickHR Shares:</p> <ul style="list-style-type: none"> (i) in issue at the date of the Circular; or (ii) (if any) issued after the date of the Circular and before the Voting Record Time; or (iii) (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 this Scheme, or in respect of which the holders thereof have agreed in writing to be bound by this Scheme, <p>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;</p>
“Shareholders”	shareholders of the Company on the register of members at any relevant date;
“Takeover Code”	the City Code on Takeovers and Mergers;
“uncertificated” or in “uncertificated form”	a share recorded on the relevant share 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;
“Voting Record Time”	6.00 p.m. on the day which is two days before the date of the Court Meeting 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,

and references to clauses are to clauses of this Scheme.

- (B) All times referred to in this Scheme are London times.
- (C) The share capital of the Company at the date of this scheme is £2,000,000 divided into 200,000,000 ordinary shares of 1 pence each OneClickHR Shares, of which, as at the close of business on 18 December 2009 (the last practicable date prior to the printing of this document), 148,760,142 ordinary shares of 1 pence each have been issued and are credited as fully paid and the remainder are unissued.
- (D) The purpose of this Scheme is to provide for the cancellation of the Scheme Shares in consideration of ADP Network Services paying to the Scheme Shareholders for every Scheme Share 10.5 pence in cash.
- (E) OneClickHR Options over 8,914,000 OneClickHR Shares have been granted and are unexercised at the date of this document.
- (F) ADP and ADP Network Services have agreed to appear by counsel at the Court Hearing and to submit to be bound by and to undertake to the Court to be bound by this Scheme and to execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by them for the purpose of giving effect to this Scheme.

THE SCHEME

1. Cancellation of the Scheme Shares

- 1.1 The share capital of OneClickHR shall be reduced by cancelling and extinguishing the Scheme Shares.
- 1.2 Subject to and forthwith upon the reduction of capital referred to in sub-clause 1.1 taking effect and notwithstanding anything to the contrary in the Articles:
 - 1.2.1 the share capital of the Company shall be increased to its former amount by the creation of such number of New OneClickHR Shares as have an aggregate nominal value equal to the aggregate nominal value of the Scheme Shares cancelled pursuant to sub-clause 1.1 above and having the same rights as the Scheme Shares so cancelled;
 - 1.2.2 the reserve arising in the books of account of the Company as the result of the Reduction of Capital shall be capitalised and applied in paying up in full at par the New OneClickHR Shares created pursuant to sub-clause 1.2.1 above which shall be allotted and issued credited as fully paid to ADP Network Services and/or its nominee(s).

2. Consideration for the Cancellation of the Scheme Shares

- 2.1 In consideration for the cancellation of the Scheme Shares and the creation and allotment and issue of the New OneClickHR Shares as provided for in clause 1, ADP Network Services shall (subject as hereinafter provided) pay to the Scheme Shareholders (as appearing in the register of members of the Company at the Reduction Record Time) for every Scheme Share 10.5 pence in cash.

3. Dispatch of Consideration

- 3.1 As soon as practicable after the Scheme Effective Date, and in any event not more than 14 days thereafter, ADP Network Services shall dispatch or procure the dispatch of the Cash Consideration.

Cash Consideration

3.1.2 *Scheme Shares held in uncertificated form (that is, in CREST)*

Where at the Reduction Record Time, a Scheme Shareholder holds Scheme Shares in uncertificated form, he will receive the Cash Consideration to which he is entitled through CREST by ADP Network Services procuring as soon as practicable after the Scheme Effective Date and in any event no later than 14 days thereafter, the creation of an assured payment obligation in favour of the appropriate CREST account through which the relevant Scheme Shareholder holds such uncertificated shares in respect of the Cash Consideration due to him.

ADP Network Services reserves the right to settle all or any part of the Cash Consideration referred to above, for all or any Scheme Shareholders, in a manner described in the paragraph below, if for any reason it wishes to do so.

3.1.3 *Scheme Shares held in certificated form*

Where at the Reduction Record Time, a Scheme Shareholder holds Scheme Shares in certificated form, such Scheme Shares will be cancelled and share certificates for all such Scheme Shares will cease to be valid and should be destroyed. Cheques drawn on a branch of a UK clearing bank for Cash Consideration due under the Scheme in respect of Scheme Shares held at the Reduction Record Time in certificated form are expected to be dispatched to each holder of such Scheme Shares by first-class post (or by such other method as may be approved by the Panel) to the address appearing in the register of members of OneClickHR at the Reduction Record Time, as soon as practicable after the Scheme Effective Date and in any event no later than 14 days thereafter, within 14 days of the Scheme Effective Date. Neither ADP Network Services or

OneClickHR nor their nominees shall be responsible for any loss or delay in the transmission of cheques sent in accordance with this Scheme.

The provisions of this clause 3 shall take effect subject to any prohibition or condition imposed by law.

4. Share Certificates

With effect from and including the Scheme Effective Date:

- 4.1 all certificates representing Scheme Shares shall cease to be valid as documents of title to the shares comprised therein and each holder thereof shall be bound at the request of the Company to deliver up the same to the Company or as the Company may direct for cancellation or to destroy the same;
- 4.2 Euroclear shall be instructed to cancel the entitlements to Scheme Shares of holders of Scheme Shares in uncertificated form; and
- 4.3 as regards uncertificated Scheme Shares, appropriate entries will be made in the Company's register of members to reflect the cancellation of such Scheme Shares.

5. Scheme Effective Date

- 5.1 This Scheme shall become effective in accordance with its terms as soon as a copy of each of the Court Orders sanctioning this Scheme under Part 26 of the Companies Act 2006 and confirming the Reduction of Capital provided for by this Scheme shall have been delivered to the Registrar of Companies in England and Wales for registration and, in the case of the Court Order relating to the Reduction of Capital, registered by him.
- 5.2 Unless this Scheme shall have become effective on or before 14 March 2010 or such later date, if any, as the Company and ADP Network Services may agree (with the consent of the Panel) and the Court may allow, this Scheme shall never become effective.

6. Modification

The Company and ADP Network Services may jointly consent on behalf of all persons concerned to any modification of or addition to the Scheme or to any condition which the Court may think fit to approve or impose.

7. Governing law

This Scheme is governed by the law of England and Wales and is subject to the jurisdiction of the English Courts.

Dated 22 December 2009

PART IX

NOTICE OF ONECLICKHR COURT MEETING

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

No. 21956 of 2009

MR REGISTRAR BAISTER

IN THE MATTER OF ONECLICKHR PLC

and

IN THE MATTER OF THE COMPANIES ACT 2006

NOTICE IS HEREBY GIVEN that, by an order dated 21 December 2009 made in the above matter, the Court has directed a meeting to be convened of the holders of the ordinary shares of 1p each of the Company (other than ADP Network Services or any other member of the ADP Group as defined in the Scheme hereinafter defined) (“**Scheme Shares**”), for the purpose of considering and, if thought fit, approving (with or without modification) a Scheme of Arrangement pursuant to Part 26 of the Companies Act 2006 (“**Scheme**”) proposed to be made between OneClickHR plc (“**Company**”) and the holders of Scheme Shares and that such meeting will be held at the offices of Olswang LLP, 90 High Holborn, London, WC1V 6XX at 10.00 a.m. on 14 January 2010 at which place and time all such holders of Scheme Shares are requested to attend.

A copy of the said scheme of arrangement and a copy of the statement required to be furnished pursuant to Part 26 of the Companies Act 2006 are incorporated in the document of which this notice forms part.

Holders of Scheme Shares are entitled to attend and vote at the meeting and may vote in person at the meeting or they may appoint another person or persons, whether a member of the Company or not, as their proxy or proxies to attend and vote in their stead. A BLUE form of proxy for use at the meeting is enclosed with this notice. Completion and return of a BLUE form of proxy will not prevent a holder of Scheme Shares from attending and voting in person at the meeting, or any adjournment thereof, if he wishes to do so. Directions for voting by proxy and as to entitlement to attend and vote at the meeting are set out in the notes at the foot of this notice.

In the case of joint holders of Scheme Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

It is requested that forms of proxy be returned either by post or, during normal business hours, by hand to the Company’s Registrars, Capita Registrars, Proxies Department, The Registry, Beckenham Road, Beckenham, Kent BR3 4TU so as to be received as soon as possible and in any event not less than 48 hours before the time appointed for the meeting but if forms are not so lodged they may be handed to the Company’s Registrars at the meeting on behalf of the Chairman of the meeting before the taking of the poll.

The entitlement of a holder of Scheme Shares to vote at the meeting or any adjournment thereof, and the number of votes which may be cast thereat, will be determined by reference to the register of members of the Company at 6.00 p.m. on 12 January 2010, or, if the meeting is adjourned, 6.00 p.m. two days before the time fixed for such adjourned meeting.

By the said order, the Court has appointed Lord Sheppard of Didgemere or, failing him, Frank BeechinorCollins or, failing him, Stephen Oliver, to act as chairman of the meeting and has directed the chairman to report the result of the meeting to the Court.

The Scheme of Arrangement will be subject to the subsequent sanction of the Court.

Dated 22 December 2009

Olswang LLP
90 High Holborn
London
WC1V 6XX

Solicitors for the Company

NOTICE OF GENERAL MEETING

ONECLICKHR PLC

(Registered in England and Wales No. 3252181)

(“Company”)

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held on 14 January 2010 at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX at 10.15 a.m. (or as soon thereafter as the Court Meeting (as defined in the document of which this notice forms part) shall have concluded or been adjourned) to consider and, if thought fit, pass the following resolution, which shall be proposed as a special resolution:

Special Resolution

1. THAT for the purpose of giving effect to the Scheme of Arrangement dated 22 December 2009 (the “**Scheme**”) proposed to be made between the Company and holders of Scheme Shares (as defined in the Scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman hereof in its original form or with or subject to any modification, addition or condition (including, without limitation, any modification or addition which represents an improvement in the value and/or terms of the Acquisition (as defined in the Scheme) to the holders of Scheme Shares) agreed between the Company and ADP Network Services and approved or imposed by the Court:
 - 1.1 the Scheme be approved and the directors of the Company be and they are hereby authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
 - 1.2 the share capital of the Company be reduced by cancelling and extinguishing all the Scheme Shares (as defined in the Scheme);
 - 1.3 forthwith and contingently upon the reduction of capital referred to in paragraph 1.2 above taking effect, and not withstanding anything to the contrary in the articles of association of the Company:
 - 1.3.1 the share capital of the Company be increased to its former amount by the creation of such number of new ordinary shares of 1 pence each (“**New Shares**”) as have an aggregate nominal amount which is equal to the aggregate nominal amount of the ordinary shares cancelled pursuant to paragraph 1.2 above; and
 - 1.3.2 the reserve arising in the books of account of the Company as a result of the cancellation of the ordinary shares be appropriated and applied in paying up in full at par the New Shares created pursuant to paragraph 1.3.1 above, which shall be allotted and issued, credited as fully paid, to ADP Network Services Limited and/or its nominee(s) in accordance with the Scheme; and
 - 1.3.3 the directors of the Company be authorised pursuant to and in accordance with Section 551 of the Act to give effect to this special resolution and accordingly to effect the allotment of the New Shares, provided that
 - (i) this authority shall expire on 15 March 2010;
 - (ii) the maximum aggregate nominal amount of shares which may be allotted hereunder shall be 1 pence; and
 - (iii) this authority shall be without prejudice to any other authority under the said Section 551 previously granted and in force on the date on which this special resolution is passed; and
 - 1.4 forthwith upon the passing of this special resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new Article 160:

160 Scheme of Arrangement

- 160.1 In this Article, references to the “Scheme” are to the Scheme of Arrangement dated 22 December 2009 under Part 26 of the Companies Act 2006 between the Company and the holders of Scheme Shares (as defined in the Scheme), in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and agreed by the Company and ADP Network Services Limited (“**ADP Network Services**”) and, save as defined in this Article, expressions defined in the Scheme shall have the same meanings in this Article.
- 160.2 Notwithstanding any other provision of these Articles, if any OneClickHR Shares are issued or transferred after the adoption of this Article (other than to ADP Network Services or any person identified by written notice to the Company as its nominee(s)) and at or before the Reduction Record Time (as defined in the Scheme), such OneClickHR Shares shall be subject to the terms of the Scheme (and shall be Scheme Shares for the purposes of the Scheme) and the holder or holders of such OneClickHR Shares shall be bound by the Scheme accordingly.
- 160.3 Notwithstanding any other provision of these Articles and subject to the Scheme and the Reduction of Capital becoming effective if, at any time after the Reduction Record Time, any OneClickHR Shares (“**New Shares**”) are issued or transferred to any person a (“**New Member**”) other than ADP Network Services or its nominee(s), such New Shares shall (subject to the entitlement of a New Member to transfer New Shares immediately to his spouse or civil partner prior to their acquisition by ADP Network Services) be transferred immediately free of all encumbrances to ADP Network Services (or as ADP Network Services may direct by notice in writing to the Company) which shall be obliged to acquire all New Shares in consideration for, and conditionally upon, the payment to such New Member (in each case as soon as is practicable after the Scheme Effective Date (as defined in the Scheme)) of such consideration as would have been payable to such New Member pursuant to the Scheme (as it may be modified or amended in accordance with its terms) for each such share as if it were a Scheme Share.
- 160.4 The amount of the consideration per New Share to be paid under Article 160.3 above may be adjusted by the directors of ADP Network Services on any reorganisation of, or material alteration to, the share capital of the Company or ADP Network Services effected after the Scheme Effective Date in such manner as the auditors shall (in their absolute discretion) determine so as to ensure (as nearly as may be) parity of treatment with that provided for by Article 160.3 and the determination by the auditors, in the absence of manifest error, shall be final and binding on all concerned.
- 160.5 To give effect to any such transfer required by Article 160.3, the Company may appoint any person to execute and deliver a form of transfer on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any subsequent holder) in favour of ADP Network Services (or as directed by ADP Network Services) and to agree for and on behalf of the New Member to become a member of ADP Network Services. Pending the registration of ADP Network Services (and/or nominee(s)) as the holder of any share to be transferred pursuant to this Article 160.5, ADP Network Services shall be empowered to appoint a person nominated by the directors of ADP Network Services to act as attorney and/or agent on behalf of the holder of such share in accordance with such directions as ADP Network Services may give in relation to any dealings with or disposal of such share (or any interest therein), exercising any rights attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof and the registered holder of such share shall exercise all rights attaching thereto in accordance with the directions of ADP Network Services but not otherwise.

160.6 Notwithstanding any other provision of these Articles and save as contemplated by this Article, both the Company and the Directors shall be entitled to refuse to register the transfer of any New Share after the Reduction Record Time.

BY ORDER OF THE BOARD

Stephen Oliver
Company Secretary

22 December 2009

Registered office:

2 Bromley Road
Beckenham
Kent
BR3 5JE

Registered in England No. 03252181

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his or her place. A proxy need not be a member of the Company.
2. A WHITE form of proxy is enclosed with this notice. Instructions for use are shown on the form. Completing and returning a form of proxy will not prevent the shareholder from attending and voting at the meeting (or any adjournment of the meeting) in person, should he subsequently decide to do so.
3. To be valid, a WHITE form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority, must be received at the offices of the Registrars, Capita Registrars, Proxies Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the meeting (in other words, by 10.15 a.m. on 12 January 2010) or, as the case may be, the adjourned meeting. Forms of proxy returned by fax or e-mail will not be accepted.
4. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attaching to different shares.
5. If you wish to appoint multiple proxies, you may: (a) photocopy a WHITE form of proxy, fill in each copy in respect of different shares and send the multiple forms together to Capita Registrars at the address above, or alternatively (b) call Capita Registrars on the number in note 22 below who will then issue you with multiple proxy forms. In each case, please ensure that all of the multiple proxy forms in respect of one registered holding are sent in the same envelope if possible.
6. Subject to the following principles where more than one proxy is appointed, where a WHITE form of proxy does not state the number of shares to which it applies (a “**blank proxy**”) then that proxy is deemed to have been appointed in relation to the total number of shares registered in your name (the “**member’s entire holding**”). In the event of a conflict between a blank proxy and WHITE form of proxy which does state the number of shares to which it applies (a “**specific proxy**”), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and remaining shares will be apportioned to the blank proxy (pro rata if there is more than one).
7. Where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than your entire holding, it is assumed that proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same shares.
8. When considering conflicting proxies, later proxies will prevail over earlier proxies, and which proxy is later will be determined on the basis of which proxy is last sent (or, if the Company is unable to determine which is last sent, last received). Proxies in the same envelope will be treated as sent and received at the same time, to minimise the number of conflicting proxies.
9. If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) your entire holding, none of them shall be treated as valid.
10. Where the aggregate number of shares in respect of which proxies are appointed exceeds your entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata (on the basis that as far as possible, conflicting forms of proxy should be judged to be in respect of different shares).
11. Where the application of note 10 above gives rise to fractions of shares, such fractions will be rounded down.
12. If you appoint a proxy or proxies and then decide to attend the meeting in person and vote using your poll card, then your vote in person will override the proxy vote(s). If your vote in person is in respect of your entire holding then all proxy votes will be disregarded. If, however, you vote at the meeting in respect of less than your entire holding, if you indicate on your polling card that all proxies are to be disregarded, that shall be the case; but if you do not specifically revoke proxies, then your vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding your entire holding.

13. In relation to note 12 above, in the event that you do not specifically revoke proxies, it will not be possible for the Company to determine your intentions in this regard. However, in light of the aim to include votes wherever and to the fullest extent possible, it will be assumed that earlier proxies should continue to apply to the fullest extent possible.
14. Entitlement to attend and vote at the meeting or any adjournment of the meeting and the number of votes which may be cast at the meeting will be determined by reference to the register of members of the Company at 6.00 p.m. on the day which is two days before the date of the meeting or adjourned meeting (as the case may be). This time has been specified pursuant to regulation 41 of the Uncertificated Securities Regulations 2001. In each case, changes to the register of members of the Company after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
15. Shareholders who hold shares through CREST and who wish to appoint a proxy or proxies for the meeting or any adjournment(s) by using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
16. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's Registrars, Capita Registrars (ID RA10) at least 48 hours prior to the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's Registrars, Capita Registrars, are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
17. CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
18. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
19. A shareholder which is a company (a corporation) and which wishes to be represented at the meeting by a person with authority to speak, vote on a show of hands and vote on a poll (a corporate representative) must appoint such a person by resolution of its directors. A corporate representative has the same powers on behalf of the corporation he/she represents as that corporation could exercise if it were an individual member of the Company.
20. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the Company's register of members in respect of the joint holding.
21. If you are in any doubt about completing the WHITE form of proxy please telephone Capita Registrars on 0871 664 0321 (calls cost 10p per minute plus network extras) from within the UK and +44 208 639 3399 from outside the UK (calls to the helpline from outside the UK will be charged at the applicable international rates). Lines will be open from 9.00 a.m to 5.00 p.m. Different charges may apply to calls from mobile telephones. Calls may be recorded and monitored for security and training purposes.
22. Any question relevant to the business of the meeting may be asked at the meeting by anyone permitted to speak at the meeting. You may alternatively submit your question in advance by way of a letter addressed to the Chairman.

PART X

SUMMARY OF ONECLICKHR SHARE OPTION SCHEMES

Summaries of the main features of the OneClickHR Option Schemes are set out below.

1. The Approved Scheme

OneClickHR adopted the Approved Scheme which was submitted for approval with Her Majesty Revenue and Customs (“HMRC”) under the provisions of Schedule 9 of the Income and Corporation Taxes Act 1988.

The Approved Scheme is administered by the remuneration committee of the OneClickHR Directors (the “Committee”).

Eligibility

The Committee may select, to participate in the Approved Scheme, any director (other than a non executive director) or employee of the OneClickHR Group from time to time who is required to devote substantially the whole of his working time, and in the case of a director, at least 25 hours per week, to the business of the OneClickHR Group (other than anyone who has a material interest in OneClickHR and is thereby prohibited by the tax legislation from participating).

Grant of Options

Options to acquire OneClickHR Shares may normally only be granted in the periods of six weeks beginning on the dealing date following:

- (a) the date of approval by HMRC;
- (b) the preliminary announcement of OneClickHR’s final or interim results to the London Stock Exchange.

Notwithstanding the above, options may also be granted at any other time when the Committee considers that exceptional circumstances exist to justify the grant at such other time.

No option may be granted during any period when dealings in shares by directors or certain employees of OneClickHR are prohibited whether under the AIM Rules or otherwise.

No options may be granted more than 10 years after the date of adoption of the Approved Scheme. Options granted under the Approved Scheme are personal to the Optionholder and (except on the death of a OneClickHR Optionholder) may not be transferred.

The price payable for each OneClickHR Share under an option will be determined by the Committee before the grant of the option, provided that it may not be less than the higher of:

- (a) the market value of such OneClickHR Shares at the date of grant (which is either the middle market quotation for the dealing day before the date of grant, or if the Committee decides, an average of the middle market prices for a number of consecutive days, not exceeding three, immediately prior to the date of grant); or
- (b) the nominal value of such shares.

Overall limits applying to scheme option shares

The number of OneClickHR Shares which may become issuable in any 10 year period under the Approved Scheme and any other share option scheme established by OneClickHR, when aggregated with any OneClickHR Shares issued and allotted under all other employee share schemes adopted by OneClickHR, may not exceed 10 per cent. of share capital of OneClickHR in issue from time to time.

Individual participation limits

The aggregate market value of OneClickHR Shares which may be acquired pursuant to options granted to any employee or director under the Approved Scheme and any other HMRC approved share option scheme (other than an SAYE scheme and the EMI Scheme, see below) adopted by the Company or any associated company of OneClickHR may not exceed £30,000 or such other limit as may be prescribed from time to time.

Exercise of options

In normal circumstances an option granted under the Approved Scheme may not be exercised earlier than three years nor more than 10 years after the grant date. Options can only be exercised if any applicable performance conditions (see below) attaching to the options have been met.

Early exercise of any option granted under the Approved Scheme is allowed if an option holder ceases to be employed by reason of death, injury, ill-health, disability, redundancy or retirement or as a consequence of his employing company ceasing to be part of the Group or, in certain circumstances, where he is transferred to work overseas. In any of the foregoing events, the Approved Scheme provides that the option must be exercised within a stated period, after which the option will lapse. If employment ceases for any other reason, the option will lapse, save that the Committee may in its absolute discretion permit exercise in whole or in part within a stated period.

Special provisions govern the exercise of options in the circumstances of a take-over, reconstruction or winding-up of the Company.

The rules of the Approved Scheme were amended on 14 December 2009 and the amendments were approved by HMRC on 11 December 2009 to allow OneClickHR Optionholders to participate in the Scheme of Arrangement. The Approved Scheme rules now state that on a scheme of arrangement all options granted under the Approved Scheme (including at the election of the OneClickHR Optionholders who hold OneClickHR Options that have already become exercisable) may be exercised conditionally on the court sanctioning the compromise or arrangement. Previously the rules only allowed exercise of such options when the Scheme became effective.

If the court sanctions the Scheme any OneClickHR Options that are not exercised in accordance with the paragraph above shall cease to be exercisable and shall lapse at the end of the 6 month period commencing on the Court Sanction Date.

If the Scheme does not become effective within 6 months of the Court Sanction Date, any conditional exercise of such options shall be of no effect and the OneClickHR Options shall continue to exist (for the avoidance of doubt, these changes will also apply to OneClickHR granted under the Unapproved Scheme, see below).

OneClickHR Shares issued on exercise of options will rank equally with existing OneClickHR Shares in accordance with the rules of the Approved Scheme.

In the event of a takeover of OneClickHR, options over OneClickHR Shares may, by agreement with the acquiring company, be rolled over into options over shares in the acquiring company.

Performance conditions

Options may be granted subject to challenging individual performance targets for employees based on business objectives. Generally, these options will vest equally over three years, based on performance in each year. If the employee does not meet the performance criteria, the options will lapse. If there is a takeover before any vesting dates, OneClickHR will allow any outstanding options to become exercisable.

Amendment

The Committee may from time to time amend the Approved Scheme. However, the prior approval of OneClickHR in general meeting must be obtained in the case of any amendment to the advantage of option holders (present or future) to the rules of the Approved Scheme relating to:

- (a) the persons to whom an option may be granted;
- (b) the limit on the number of OneClickHR Shares which may be placed under option under the Approved Scheme;
- (c) the limit on the number of OneClickHR Shares which may be placed under option for any one eligible employee;
- (d) the number of OneClickHR Shares subject to any options;
- (e) the price at which OneClickHR Shares may be acquired on the exercise of any option;
- (f) the provisions dealing with when an option may be exercised; or
- (g) the adjustment of options on a reorganisation.

Notwithstanding the above, the Committee may make (without shareholder approval) an amendment which is not material in nature and is made to benefit the administration of the Approved Scheme or is made to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or the Company. Any amendments to the Approved Scheme also requires the prior approval of HMRC in order for the Approved Scheme to retain its HMRC approved status. No amendment shall be made which would adversely affect any of the subsisting rights of participation without the consent of the OneClickHR Optionholders.

2. The Unapproved Scheme

OneClickHR adopted the Unapproved Scheme which is designed to mirror the Approved Scheme except that it is not approved by HMRC. Hence, it does not contain those provisions required for the Approved Scheme to meet the approval requirements contained in Schedule 9 to the Income and Corporation Tax Act 1988. The description of the Approved Scheme set out above also applies to the Unapproved Scheme, except as set out below.

A number of options were granted to employees under the terms of the Unapproved Scheme prior to 29 December 2006 (the “**Pre 2006 Options**”). These Pre 2006 Options were intended to be “qualifying options” under the EMI Code and have been notified to HMRC as such. The Pre 2006 Options are governed by the terms of the Unapproved Scheme but for tax purposes are treated as “qualifying options” under the EMI Code.

Eligibility

An individual (including an individual with a material interest in the OneClickHR Group) is eligible to be granted an option under an Unapproved Scheme if he is a director (other than a non-executive director) or employee of OneClickHR who is required to devote the whole or substantially the whole of his working time to the service of OneClickHR.

A supplier of OneClickHR has also been granted individual options on terms identical to the rules of the Unapproved Scheme.

Individual participation limit

The limit of £30,000 by value of OneClickHR Shares subject to an individual’s option that applies under the Approved Scheme does not apply for the Unapproved Scheme.

Deductions

Where OneClickHR is liable under any statute or regulation or otherwise to account to any revenue or other authority for sums in respect of income tax or social security, then it may impose such conditions upon the exercise of options as are necessary to ensure that it is able to meet such obligations, including if necessary a condition that no exercise may take place unless OneClickHR has been provided with sufficient cash funds by the option holder to meet any liability for PAYE and social security.

Amendments

There is no requirement to obtain HMRC approval of any amendment of the Unapproved Scheme.

3. Individual EMI Share Option grants

Since 29 December 2006 OneClickHR has granted options (“**EMI Options**”) to executive directors and employees which were intended to be “qualifying options” under the EMI Code. Such options have been granted by way of individual option agreements (rather than pursuant to any scheme or plan). The terms of those option agreements are summarised below.

Individual participation limits

EMI Options shall be limited per OneClickHR Option holder so that the aggregate market value of the OneClickHR Shares subject to the EMI Option shall not exceed £120,000, as determined at the grant date of such options.

Exercise of Options

In normal circumstances an EMI Option may, subject to the achievement of performance conditions (see below) be exercised between:

- (a) the shorter of the publication of the 2008 financial statements and 3 years from the date of grant; and
- (b) 10 years from the date of grant.

The holder of an EMI Option may only exercise it whilst he retains the office or employment by virtue of which he was granted such option. If the holder of the EMI Option ceases to hold such office or employment, any part of the EMI Option that has not vested shall lapse immediately. In the case of an EMI Option that has vested:

- (a) if the cessation of the office or employment occurred by reason of death, injury, illness or disability (endorsed to the satisfaction of the Committee); or
- (b) if the cessation occurs by reason of retirement at the normal retirement age; or
- (c) the cessation is for a reason other than those mentioned above and the Committee, in its discretion, consents to the exercise,

in such circumstances the vested part of the EMI Option may only be exercised until the earlier of ten years from the date of grant and 3 months from such cessation of employment (or 12 months in the case of death). Vested EMI Options not exercised prior to the expiry of this period shall lapse.

Special provisions apply in the event there is a “**Trade Sale**”.

It was not clear whether a scheme of arrangement fell within the definition of ‘Trade Sale’, which originally meant holders of the OneClickHR Shares completing the sale of at least 75% of the OneClickHR Share capital to any person or persons or such other disposal of shares in the OneClickHR as the holders of at least 75% of the OneClickHR Share capital may in their discretion specify. The definition of Trade Sale has now been changed, the amendment having been approved by HMRC on 11 December 2009. It is now certain following the amendment that the Scheme will fall within the definition of Trade Sale and therefore EMI Options granted under the individual agreements may be conditionally exercised on the Court sanctioning the Scheme at the Court Sanction Hearing.

If a Trade Sale takes place, any EMI Options not exercised in accordance with the paragraph above shall cease to be exercisable and lapse at the end of the 6 month period commencing on the Court Sanction Date.

OneClickHR Shares issued on the exercise of EMI Options will rank equally with existing OneClickHR Shares.

In the event of a takeover of OneClickHR, EMI Options may, by agreement with the acquiring company, be surrendered in return for the grant of options over shares in the acquiring company on similar terms.

Deductions

Where OneClickHR is liable under any statute or regulation or otherwise to account to any revenue or other authority for sums in respect of income tax, employee and/or employers' national insurance contributions or any other form of social security, then the Company may impose such conditions upon the exercise of EMI Options as are necessary to ensure that it is able to meet such obligations.

Performance Conditions

EMI Options may be granted subject to challenging individual performance targets for employees based on business objectives. Generally, EMI Options vest based on performance in each year. If any applicable performance criteria is not met, the EMI Options will lapse. If there is a "Trade Sale" before any vesting dates, EMI Options become exercisable in full.

Transfer of Options

An EMI Option cannot be transferred or assigned. If the employee does anything whereby he would or might be deprived of the legal and/or beneficial ownership of an EMI Option then the option shall lapse.

Amendment

The Committee has power from time to time to make and amend such regulations, for the implementation and administration of EMI Options as it thinks fit.

OneClickHR may make any amendment to an individual option agreement governing an EMI Option provided that no amendment shall be effective which would materially prejudice the interests of the holder or holders of EMI Optionholder unless with such prior consent or sanction of the holder or holders of EMI Options as would be required under the Articles of Association of the Company for the time being if the shares to be allotted on the exercise of the EMI Options constituted a separate but single class of shares, or two or more classes of shares accordingly to the respective dates of grant as the board may deem appropriate, and such shares were entitled to such rights.

