

THE COMPANIES ACTS 1985 - 1989**PRIVATE COMPANY LIMITED BY SHARES****RESOLUTIONS OF****SHOPACHECK FINANCIAL SERVICES LIMITED ("the Company")**

WE, being all the members of the above named Company entitled to receive notice of and to attend and vote at an extraordinary general meeting of the Company HEREBY PASS the following resolutions as special and elective resolutions of the Company respectively pursuant to section 381(A) of the Companies Act 1985 as amended:

SPECIAL RESOLUTION

That:

- (a) the memorandum of association of the Company be and it is hereby altered to conform with the text of the document attached to this resolution and marked "A"; and
- (b) the regulations contained in the document attached to this resolution and marked "B" be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company

ELECTIVE RESOLUTION

That the Company elects in accordance with section 379A of the Companies Act 1985 ("the Act") that:

- (a) pursuant to section 252 of the Act, the directors of the Company in respect of this and subsequent financial years shall not, and they shall not be required to, lay before the Company in general meeting copies of the Company's annual



accounts, the directors' report and the auditors' report on those accounts;

- (b) pursuant to section 366A of the Act, the Company shall not in this and subsequent years hold annual general meetings;
- (c) pursuant to section 386 of the Act, the Company shall not appoint its auditors annually; and
- (d) pursuant to section 80A of the Act, the directors of the Company be authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Act) up to an aggregate nominal amount equal to the difference between the Company's authorised share capital and the Company's issued share capital as at the date of this resolution.

.....*P. J. Doleerty*.....
for and on behalf of
COMPASS CREDIT LIMITED

Dated19.....06..... 1995

.....*P. J. Doleerty*.....
for and on behalf of
CATTLE'S PROVIDENT TRUST LIMITED

Dated19.....06..... 1995