

Oyez

88(3)

(Revised 2005)

Please complete in typescript,
or in bold black capitals.

CHFP041

**Particulars of a contract relating to shares allotted
as fully or partly paid up otherwise than in cash**

*Note: This form is only for use where the
contract has not been reduced to writing*

Company Number

1023742

Company name in full

Voca Limited

gives the following particulars of a contract which has not been
reduced to writing

- 1 Class of Shares
(ordinary or preference etc)
- 2 The number of shares allotted as fully
or partly paid up otherwise than in cash
- 3 The nominal value of each such share
- 4a The amount of such nominal value to be
considered as paid up on each share
otherwise than in cash
- b The value of each share allotted
ie the nominal value and any premium
- c The amount to be considered as paid
up in respect of b

Ordinary		
6,909,533		
£1 00		
£1 00		
£1 00		
100%		

continue overleaf

Signed

Robert H. [Signature]

Date

29 August 2007

**Delete as appropriate

** A director / secretary / administrator / administrative receiver / receiver /
official receiver / receiver manager / voluntary arrangement supervisor

Contact Details

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record

Osborne Clarke

1 London Wall, London,

EC2Y 5EB

Tel 020 7105 7232

DX number 466

DX exchange LDE

When you have completed and signed the form please send it to the
Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh
for companies registered in Scotland or LP - 4 Edinburgh



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TUESDAY

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- 5 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned in 6,7 or 8 below, state the nature and amount of such consideration, and the number of shares allotted

The reserve arising in the books of account of Voca Limited (the **Company**) as a result of the reduction of capital of the Company pursuant to a scheme of arrangement (the **Scheme**) entered into between the Company and the Scheme Shareholders (as defined in the circular sent to the Company's shareholders on 27 April 2007), has been applied by the Company in paying up in full at par 6,909,533 ordinary shares allotted to VocaLink Holdings Limited on 29 June 2007 in accordance with the terms of the Scheme

- 6 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue
- 7 If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released
- 8 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue