

The Companies Act 2006

Private company limited by shares

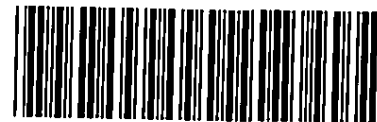
Written resolutions

of

**Voca Limited
(the "Company")**

**17 December 2009
(the "Circulation Date")**

TUESDAY



LD1 *LR89VICI* 15
16/03/2010
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions (the "**Special Resolutions**") and each a "**Special Resolution**") of the Company.

Special Resolutions:

1. That the share capital of the Company be reduced by:
 - (i) reducing the share premium account of the Company by £30,329,900 to nil; and
 - (ii) cancelling and extinguishing 8,193,400 shares of £1 each in the capital of the Company.
2. That, conditional on the passing of Special Resolution 1 above, and the registration of the required documents to give effect to the reduction of capital authorised by Special Resolution 1, the directors of the Company are hereby directed to distribute:
 - (i) the shares in VocaLink Limited registered in the name of the Company; and
 - (ii) any such distributable reserves arising on such reduction of capital as they see fit;

to the sole shareholder of the Company

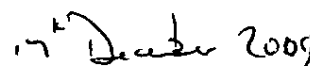
Important:

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, being the sole shareholder of the Company entitled to vote on the Special Resolutions on the Circulation Date (*see Notes 4*), hereby irrevocably agrees to the Special Resolutions.



duly authorised signatory for and on behalf
of **VocaLink Holdings Limited**



Date

Number of ordinary shares: 6,909,533

Notes

1. You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of them. If you agree to all of the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - By hand (by delivering the signed copy to Drake House, Three River Court, Homestead Road, Rickmansworth, WD3 1FX marked for the attention of Timothy Ensor-Clinch).
 - By post (by returning the signed copy to Drake House, Three River Court, Homestead Road, Rickmansworth, WD3 1FX marked for the attention of Timothy Ensor-Clinch)
 - By email (by attaching a scanned copy of the signed document to an email and sending it to timothy.ensor-clinch@vocalink.com). Please enter "Written resolutions" in the email subject box.
2. **The Special Resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** In order to be effective sufficient votes to pass the Special Resolutions must have been cast within 15 days of the Circulation Date. Unless you do not wish to vote on the Special Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against all of the Special Resolutions.
3. Once you have signified your agreement to the Special Resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.