

Company No: 3009356

**The Companies Acts 1985 to 1989
Company Limited by Shares**

VISTA RETAIL SUPPORT LIMITED

("Company")

**Special Resolutions
passed as Written Resolutions**



THAT pursuant to s381A of the Companies Act 1985 we the sole Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE as follows:

- 1 THAT the Memorandum of Association of the Company be altered by inserting the following words in Clause 3(7) after the words "loan upon any terms the payment of any sum of money" and before "or the performance":
"to secure or guarantee in any manner and by any terms"
- 2 THAT the Articles of Association of the Company be altered by inserting the following words at the end of the penultimate sentence of Article 4:-
"but shall not apply on the enforcement of any security granted by the Company to HSBC Bank plc"
- 3 THAT the Articles of Association of the Company be altered by inserting the following words in Articles 6(b) after the words "the Directors may" and before the words "in their absolute discretion":-

“except under or on enforcement of the security granted by the Company to HSBC Bank plc”


- 4 THAT the Articles of Association of the Company be altered by inserting the following words at the beginning of Article 8(a):-

“except under or on enforcement of the security granted by the Company to HSBC Bank plc”

- 5 THAT the Articles of Association of the Company be altered by inserting the following words in Article 9 after “Notwithstanding anything else contained in these Articles” and before the words “if the holders of at least 25%”:-

“but except under or on enforcement of the security granted by the Company to HSBC Bank plc”

Dated 22 August 2003



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Henry Barrell duly authorised
for and on behalf of
PC-Pos (UK) Limited