

RE-SCAN

Company No: 03565766

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....



Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	<i>Alex A. Cameron</i> AUTHORISES SIGNATURE For and on behalf of Clydesdale Bank plc	<i>SSS Alex</i> <i>Authorised Signatory</i>
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003


We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	 For and on behalf of Yorkshire Building Society	19.6.03

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

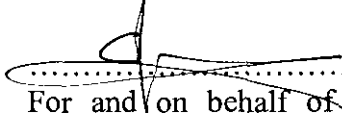
Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co-operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	 For and on behalf of HFC Bank Plc	..... 9/7/03

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	<i>Si. Island</i> For and on behalf of Bristol & West Plc	<i>2nd July 2003</i>
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

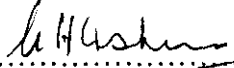
Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	 For and on behalf of Derbyshire Building Society	25 June 2003
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

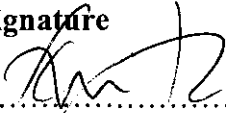
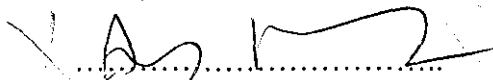
Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	 For and on behalf of Bank of Scotland	9.7.3
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co-operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	 For and on behalf of Halifax Plc	9.7.3
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

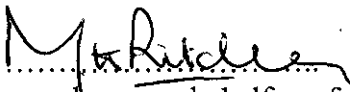
Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	..... 23/06/03
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	..... Laurence Doff
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	..... Sarah Leech
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	..... Nick Gomer

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

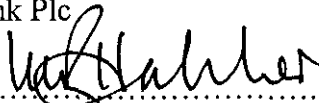
We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	..... 13 th June 2003
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

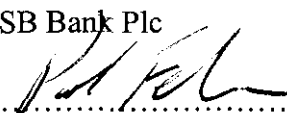
We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	 For and on behalf of Nationwide Building Society	13/6/03
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003


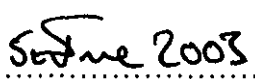
We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	 For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... J.J. Gillman For and on behalf of Barclays Bank Plc	..... 4 June 2003
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	4 June 2003
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

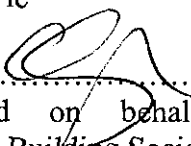
Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
* Britannia Building Society	 For and on behalf of Britannia Building Society	4.6/2003
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

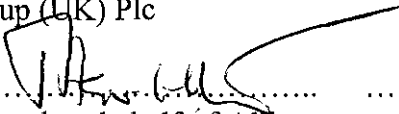
LINK INTERCHANGE NETWORK LIMITED (“the Company”)

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	 For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")


Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	 For and on behalf of Co- operative Bank Plc	6 - 6 - 03
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

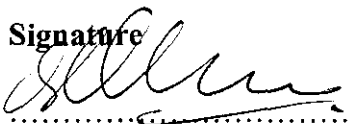
We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	 For and on behalf of HSBC Bank Plc	9.6.03.
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -


LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	 (G. MOTT) For and on behalf of Abbey National Plc	1/6/03
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

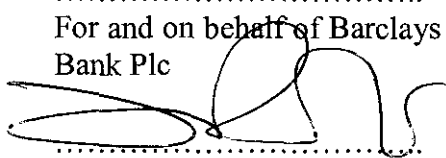
Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	 For and on behalf of Bradford & Bingley Plc	2 June 2003
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co-operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

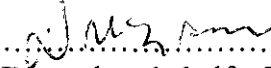
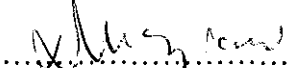
We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Companies Act") (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act) up to a maximum nominal amount of £921,881 (being the nominal amount of the present authorised but unissued share capital of the Company) provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 or on 20 May 2008, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....

Name of shareholder	Signature	Date of Signature
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank plc	..... For and on behalf of Clydesdale Bank plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....

Name of shareholder	Signature	Date of Signature
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	 For and on behalf of National Westminster Bank plc	6/11/03
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	 For and on behalf of Royal Bank of Scotland Plc	6/11/03
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.
 - 40A Transfer of A Shares
 - 40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and


40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	 For and on behalf of Nationwide Building Society	13/6/03
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.

40A Transfer of A Shares

40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	<i>Aileen A. Cameron</i> For and on behalf of Clydesdale Bank Plc	<i>Smith A. Cameron</i> Substant Signature
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.
 - 40A Transfer of A Shares
 - 40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and


40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	 For and on behalf of Yorkshire Building Society	19.6.03

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.
 - 40A Transfer of A Shares
 - 40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

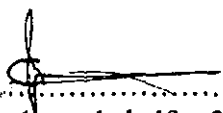
40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	..... 9/7/23
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.
 - 40A Transfer of A Shares
 - 40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	<i>Sir Leonard</i> For and on behalf of Bristol & West Plc	<i>2nd July 2003</i>
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.
 - 40A Transfer of A Shares
 - 40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

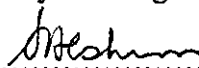
40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	 For and on behalf of Derbyshire Building Society	25 June 2003

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.
 - 40A Transfer of A Shares
 - 40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

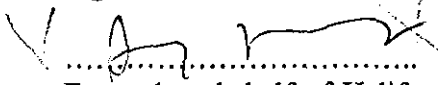
40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	9.7.3
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	 For and on behalf of Halifax Plc	9.7.3
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.
 - 40A Transfer of A Shares
 - 40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

- 40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.
- 40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.
- 40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.
- 40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

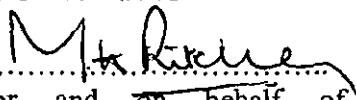
40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	 For and on behalf of Coventry Building Society	23/06/03
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.

40A Transfer of A Shares

40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder

Signature

Date of Signature

Abbey National Plc

For and on behalf of Abbey
National Plc

(Name) *Laurie*

AIB Group (UK) Plc

For and on behalf of AIB
Group (UK) Plc

(Name) *Sarah Leech*

Alliance & Leicester Plc

For and on behalf of Alliance
& Leicester Plc

(Name) *Nick Byrne*

Bank of Scotland

For and on behalf of Bank of
Scotland

Barclays Bank Plc

For and on behalf of Barclays
Bank Plc

Bradford & Bingley Plc

For and on behalf of Bradford
& Bingley Plc

Bristol & West Plc

For and on behalf of Bristol
& West Plc

Britannia Building Society

For and on behalf of
Britannia Building Society

Clydesdale Bank Plc

For and on behalf of
Clydesdale Bank Plc

Co-operative Bank Plc

For and on behalf of Co-
operative Bank Plc

Coventry Building Society

For and on behalf of
Coventry Building Society

Derbyshire Building Society

For and on behalf of
Derbyshire Building Society

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.
 - 40A Transfer of A Shares
 - 40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

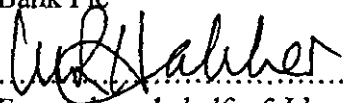
40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	 For and on behalf of Lloyds TSB Bank Plc	13 th June 2003
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.
 - 40A Transfer of A Shares
 - 40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and


40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	 For and on behalf of Northern Rock Plc	5 June 2003
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.
 - 40A Transfer of A Shares
 - 40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	<i>J J Pillner</i> For and on behalf of Barclays Bank Plc	<i>4 June 2003</i>
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	4 June 2003
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.
 - 40A Transfer of A Shares
 - 40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

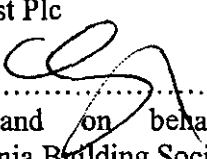
40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
* Britannia Building Society	 For and on behalf of Britannia Building Society	4.10.2003.....*
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.

40A Transfer of A Shares

40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

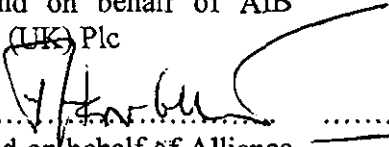
40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.
 - 40A Transfer of A Shares
 - 40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:


40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	 For and on behalf of Co- operative Bank Plc	6-6-03
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.
 - 40A Transfer of A Shares
 - 40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to, any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

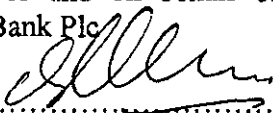
40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	 For and on behalf of HSBC Bank Plc	9.6.03
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.
 - 40A Transfer of A Shares
 - 40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:


40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	G. MOTT  For and on behalf of Abbey National Plc	1/6/03
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.
 - 40A Transfer of A Shares
 - 40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant *number of "E" shares in the transfer notice at the predetermined valuation*;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

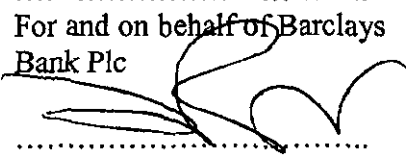
40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	 For and on behalf of Bradford & Bingley Plc	2 June 2003
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	.....
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	.....
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....

WRITTEN RESOLUTION

- of -

LINK INTERCHANGE NETWORK LIMITED ("the Company")

Dated 20 May 2003

We, the undersigned, being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company hereby pass the following Resolutions as Special Resolutions of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. The following changes shall be made to the Articles of Association:
 - 1.1 Article 78 shall be deleted;
 - 1.2 Article 79 shall be amended by the deletion of the words "provided that such additional Director shall have no voting rights at the meeting of the Directors";
 - 1.3 An additional Article 81.7 shall be inserted as follows "if not being a Director appointed by an "A" Shareholder, he is unable to act in the best interests of the Company due to a conflict of interest with the Company or a Shareholder";
 - 1.4 Additional wording shall be inserted at the end of Article 82.1 "any Director who is appointed pursuant to clause 5.7.8 of the Shareholders Agreement shall not be entitled to appoint an alternate Director".
 - 1.5 The following Article shall be inserted as a new Article 40A.
 - 40A Transfer of A Shares
 - 40A.1 From 1 September 2003 any person (hereinafter called "the proposing transferor") proposing to transfer any "A" shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. A transfer notice shall also be required for the proposing transferor's proportionate holding of the "E" shares that is equal to the proportionate holding of the "A" shares the proposing transferor proposes to sell. The transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the shares

comprised in the transfer notice. The price per "E" share shall be valued on the basis of the latest valuation carried out by the Company on 31 December in each year pursuant to clause 3.4 of the Shareholders Agreement.

40A.2 Subject to complying with Article 40A.10, the shares comprised in any transfer notice shall be offered to the members (including any proposed transferee indicated in the transfer notice) by the Company as agent for the proposing transferor. Such offer shall be made by notice in writing (hereinafter called "the offer notice") within seven days after the receipt by the Company of the transfer notice. The offer notice shall:

40A.2.1 state the identity of the proposing transferor, any proposing transferee set out in the transfer notice, the number of shares comprised in the transfer notice and the minimum price (if any) per "A" share specified in the transfer notice and the price per "E" share determined by reference to the last valuation carried out by the Company for the "E" shares;

40A.2.2 contain a statement to the effect that any member can indicate how many shares and (provided it is equal to or in excess of any minimum price) at what price(s) such member will be prepared to purchase some or all of the shares the subject of the transfer notice;

40A.2.3 contain a statement that in addition to any "A" shares purchased, a transferee will be required to purchase the relevant number of "E" shares in the transfer notice at the predetermined valuation;

40A.2.4 state the period in which the offer may be accepted (not being less than twenty-two days or more than forty-two days after the date of the offer notice);

40A.2.5 state that the proposing transferor shall have an absolute discretion to accept or reject any member's bid;

40A.2.6 state no member can bid to acquire shares if such shares would together with the shares already held by such member result in such member holding in excess of the limit set out in Article 40A.10; and

40A.2.7 the Company shall notify each of the members of the value of any bids accepted and the highest bid received if different but not of the identity of the bidders.

For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance by the proposing transferor is received by the Company.

40A.3 If acceptance by the proposing transferor shall be received of a member's bid for all or some of the shares comprised in the transfer notice within the appropriate period specified in Article 40A.2, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called "the sale notice") to the proposing transferee specifying the price(s) and the number of shares to be purchased and the proposing transferor shall be bound upon payment of the price due in respect of all or some of the shares comprised in the transfer notice to transfer the shares to the purchasing member or members.

40A.4 If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares on behalf of and as attorney for the proposing transferor in favour of the purchasing members. The receipt of the Company of the purchase money shall be a good discharge to the purchasing members. The Company shall pay the purchase money into a separate bank account and shall hold the same on trust for the proposing transferor.

40A.5 It is proposed that from 1 May 2004 a proposing transferor and thereafter the Company as agent for the proposing transferor shall be entitled to offer "A" shares to Network Members in addition to existing members. This proposal will take effect after an 80% majority of the full Board has voted in favour of it, such vote to take place in the first quarter of 2004.

40A.6 The members shall vote during the calendar year 2004 at a general meeting the date of which shall be determined by the full Board on a resolution to amend the Articles by including third parties in addition to members and Network Members in respect of the transfer provisions in Articles 40A.1 to 40A.5. An 80% majority voting in favour of the

proposed resolution to include third parties will be required at such meeting to pass the resolution.

40A.7 Any transfer or purported transfer of a share made otherwise than in accordance with the foregoing provisions of Articles 40A.1 to 40A.6 inclusive shall be null and void and of no effect.

40A.8 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer which would otherwise be permitted under the foregoing provisions of this Article 40A if it is a transfer of a share on which the Company has a lien or of a share to a person of whom they shall not approve. The Directors may also refuse to register a transfer unless:

40A.8.1 it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

40A.8.2 it is in favour of not more than four transferees.

40A.9 The provisions of these Articles may be waived in any particular case if all the members give their consent in writing.

40A.10 No shareholder shall be entitled to hold more than 15% of the "A" Shares in issue.

40A.11 Should a Shareholder be interested in acquiring any "A" Shares such Shareholder shall be entitled to notify the Chief Executive Officer of such interest and the Chief Executive Officer shall instruct the Company Secretary to notify all the members (including providing additional information regarding price and number of shares at the discretion of the Shareholder).

Name of shareholder	Signature	Date of Signature
Abbey National Plc	..... For and on behalf of Abbey National Plc	.....
AIB Group (UK) Plc	..... For and on behalf of AIB Group (UK) Plc	.....
Alliance & Leicester Plc	..... For and on behalf of Alliance & Leicester Plc	.....
Bank of Scotland	..... For and on behalf of Bank of Scotland	.....
Barclays Bank Plc	..... For and on behalf of Barclays Bank Plc	.....
Bradford & Bingley Plc	..... For and on behalf of Bradford & Bingley Plc	.....
Bristol & West Plc	..... For and on behalf of Bristol & West Plc	.....
Britannia Building Society	..... For and on behalf of Britannia Building Society	.....
Clydesdale Bank Plc	..... For and on behalf of Clydesdale Bank Plc	.....
Co-operative Bank Plc	..... For and on behalf of Co- operative Bank Plc	.....
Coventry Building Society	..... For and on behalf of Coventry Building Society	.....
Derbyshire Building Society	..... For and on behalf of Derbyshire Building Society	.....

Name of shareholder	Signature	Date of Signature
Halifax Plc	..... For and on behalf of Halifax Plc	.....
HFC Bank Plc	..... For and on behalf of HFC Bank Plc	.....
HSBC Bank Plc	..... For and on behalf of HSBC Bank Plc	.....
Lloyds TSB Bank Plc	..... For and on behalf of Lloyds TSB Bank Plc	.....
Nationwide Building Society	..... For and on behalf of Nationwide Building Society	.....
National Westminster Bank Plc	..... For and on behalf of National Westminster Bank Plc	6/11/03
Northern Rock Plc	..... For and on behalf of Northern Rock Plc	.....
Royal Bank of Scotland Plc	..... For and on behalf of Royal Bank of Scotland Plc	6/11/03
Woolwich Plc	..... For and on behalf of Woolwich Plc	.....
Yorkshire Building Society	..... For and on behalf of Yorkshire Building Society	.....