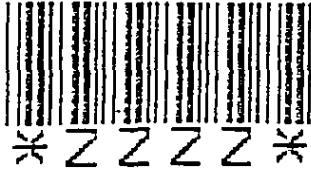


# SEPARATOR SHEET



Link interchange network  
03365766

FRIDAY



A54

08/06/2007

144

COMPANIES HOUSE

LINK INTERCHANGE NETWORK LIMITED

At an Extraordinary General Meeting of LINK Interchange Network Limited (the "**Company**") held at Simmons & Simmons, CityPoint, One Ropemaker Street, London EC2Y 9SS at 10 30 a m on 24 May 2007 the following resolution was duly passed as a Special Resolution

THAT

- (A) the Scheme of Arrangement dated 27 April 2007 (the "**Scheme**"), in its original form or with or subject to such modification, addition or condition agreed between the Company, Voca Limited and VocaLINK Limited ("**VocaLINK**") and approved or imposed by the Court, proposed to be made between the Company and the holders of Scheme Shares (as defined in the Scheme) a print of which has been produced to the Meeting and (for the purpose of identification only) signed by the Chairman thereof, be and is hereby approved and the Board of the Company be authorised to take all such action as they may consider necessary or appropriate to effect the Scheme,
- (B) with effect from the passing of this resolution the Articles of Association of the Company be amended by including the following as Article 12 (and re-numbering the Articles accordingly)
  - "(A) In this Article, references to the "**Scheme**" are to the scheme of arrangement dated 27 April 2007 under Section 425 of the Companies Act 1985, between the Company and the holders of the Scheme Shares (as defined in the Scheme), as it may be modified or amended in accordance with its terms, and expressions defined in the Scheme shall have the same meanings in this Article
  - (B) Notwithstanding any other provision of these Articles, if the Company issues any ordinary shares on or after the adoption of this Article and at or prior to 6 00 p m on the day before the Second LINK Hearing Date, such shares shall be issued subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or any subsequent holder or holders of such shares shall be bound by the Scheme accordingly (unless the Scheme, subject to any modification, addition or condition agreed between the Company and VocaLINK Limited ("**VocaLINK**") and approved or imposed by the Court, does not become effective in accordance with its terms)
  - (C) Notwithstanding any other provision of these Articles, and subject to the Scheme becoming effective, if any ordinary shares are issued to any person (a "**New Member**") (other than to VocaLINK or any person identified by written notice to the Company by VocaLINK as its nominee or designated subsidiary) after the Second LINK Hearing Record Time such shares will be immediately transferred to VocaLINK (or as it may otherwise direct) in consideration of and conditional on the payment to the New Member of £3 025 per share in cash to it (or such greater amount as may be payable under the Scheme if modified in accordance with its terms and subject to the same terms as apply to Scheme Shares under the Scheme)
  - (D) To give effect to any transfer required by paragraph 12(C) above the Company may appoint any person to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder) and the Company may give a good receipt for the purchase price of the relevant shares and may register VocaLINK (or such entity as it may direct) as holder thereof and issue to it certificates for the

same The Company shall not be obliged to issue a certificate to the New Member for any shares so transferred VocaLINK (or such entity as it may direct) shall send a cheque drawn on a UK clearing bank in favour of the New Member for the purchase price of such shares within 14 Business Days of the time on which the relevant shares were transferred to VocaLINK (or as it may direct) pursuant to this Article 12 ",

(C) for the purpose of giving effect to the Scheme in its original form or with or subject to such modification, addition or condition agreed between the Company, Voca Limited and VocaLINK and approved or imposed by the Court notwithstanding any provisions in the Articles of Association of LINK and with effect from the passing of this resolution

(1) the share capital of the Company be increased to £12,040,000 by the creation of 1,100,000,000 LINK E Shares ranking *pari passu* with every other LINK E Share and being subject to the same rights and restrictions as such other LINK E Shares,

(2) for the purpose of giving effect to Part A (and, if necessary, to Part C) of the Scheme the sums necessary to give effect to such capitalisation shall be appropriated from the share premium account of the Company or from such other available reserve or reserves as the Directors shall consider appropriate and shall be applied in paying up in full such number of new LINK E Shares as may be necessary on terms that such LINK E Shares shall be allotted and issued to the holders of the LINK Employee E Shares and, if necessary, of LINK Financial Institution E Shares, as appropriate, by way of bonus issue on the basis set out in the Scheme for each LINK E Scheme Share respectively held by the relevant holder thereof at the relevant date,

(3) conditionally upon Part A of the Scheme becoming effective, the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985, in substitution for all prior authorities conferred upon the Directors of the Company, but without prejudice to any allotments made pursuant to the terms of such authorities, to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Companies Act 1985) provided always that

(a) the maximum aggregate amount of relevant securities that may be allotted under this authority shall be £11,098,118, and

(b) this authority shall expire (unless previously revoked, varied or renewed) on 23 May 2012,

(4) conditionally upon Part A of the Scheme becoming effective, the share capital of the Company be reduced by cancelling and extinguishing the LINK A Scheme Shares (as defined in the Scheme) and forthwith and contingently upon such reduction of capital taking effect, the capital of the Company be increased to its former amount by the creation of such number of new A ordinary shares of £1 each as shall be equal to the number of LINK A Scheme Shares (as defined in the Scheme) cancelled as aforesaid and having the same rights as the ordinary shares so cancelled,

(5) the credit arising in the books of account of the Company upon the cancellation of the LINK A Scheme Shares taking effect be appropriated and applied in paying up in full at par all of the new A ordinary shares in the Company created pursuant to sub-paragraph (C)(1) of this resolution, which shall be allotted and issued, credited as fully paid up, to VocaLINK and/or its

nominee(s) and/or designated subsidiary in accordance with the Scheme, and

- (6) the share capital of the Company be reduced by cancelling and extinguishing the LINK Employee E Scheme Shares (as defined in the Scheme) including the Bonus Shares allotted and issued pursuant to Part A of the Scheme and forthwith and contingently upon such reduction of capital taking effect, paying to each LINK Employee E Scheme Shareholder the sum of £0 9983 per each E Share held is hereby approved,
- (D) the existing Shareholders' Agreement dated 21 December 2005 between the Company and the persons named therein shall be terminated with effect from the Second LINK Effective Date (as defined in the Scheme) and the Board be and is hereby authorised and directed to take all such steps as the Board may consider necessary or appropriate in relation to such termination, and
- (E) the transfer by LINK Interchange Network (Trustee) Limited of any LINK E Shares to any director of the Company who holds options under the LINK Interchange Network Limited Employee Share Option Scheme and/or the LINK Interchange Network Limited Non-HM Revenue & Customs Approved Employee Share Option Scheme in satisfaction of the exercise of any such options be and it is hereby approved for the purposes of Section 320 of the Companies Act 1985



Chairman