

Company Number 04098226



THE COMPANIES ACT 1985 TO 1989
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS OF
CARDPOINT PLC
Dated 18 June 2004

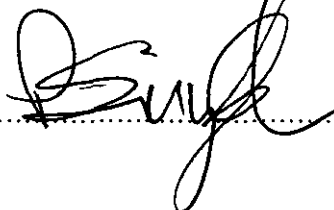
At the extraordinary general meeting of Cardpoint plc (the "**Company**") convened and held on 18 June 2004, the following resolutions were passed as indicated below:

ORDINARY RESOLUTION

- 1 **THAT** subject to and conditional upon the Placing Agreement (as defined in the prospectus of the Company dated 26 May 2004 (the "**Prospectus**")) becoming unconditional in all respects (save in respect of any condition therein relating to the resolutions to be passed at this meeting and Admission (as defined in the Prospectus) becoming effective):
 - (a) the acquisition of the whole of the HBOS Remote Estate (as defined in the Prospectus) by Cardpoint Remote Limited, a subsidiary of the Company, on and subject to the terms and conditions of the Acquisition Agreement (as defined in the Prospectus) be and is hereby approved and the board of directors of the Company (or any duly constituted committee thereof) be authorised to waive, amend, vary, increase or extend any such terms and conditions and to make the Acquisition (as defined in the Prospectus) and do all such things as are necessary or desirable in connection with the acquisition of the HBOS Remote Estate; and
 - (b) for the purposes of and pursuant to section 80 (1) of the Companies Act 1985 (the "**Act**"), the directors of the Company be and they are hereby authorised generally and unconditionally to exercise all powers of the Company to allot relevant securities (as detailed in section 80 (2) of the Act) up to an aggregate nominal amount of £2,500,000 to such persons at such times and upon such terms and conditions as they may determine (subject always to the articles of association of the Company) provided this authority and power shall, unless renewed, varied or revoked, expire at the conclusion of the next annual general meeting of the Company or 15 months from the date of the passing of this resolution (whichever is the earlier) and provided further that the Company may before the expiry of such period make any offer, agreement or arrangement which would or might require relevant securities to be allotted after the expiry of such period and the directors of the Company may then allot relevant securities pursuant to any such offer, agreement or arrangement as if the authority or power hereby conferred had not expired.

SPECIAL RESOLUTION

- 2 **THAT** subject to and conditional upon the Placing Agreement becoming unconditional in all respects (save in respect of any condition therein relating to the resolutions to be passed at this meeting and Admission becoming effective):
- (a) for the purposes of and pursuant to section 95(1) of the Act, the directors of the Company be and they are hereby authorised and empowered to allot equity securities (within the meaning of section 94 of the Act) pursuant to the general authority and power conferred by the resolution numbered 1(b) above as if section 89 (1) of the Act did not apply to any such allotment (in substitution to any other subsisting authorities under the Act) provided that this authority and power shall, unless renewed, varied or revoked, expire at the conclusion of the next annual general meeting of the Company or 15 months from the date of the passing of this resolution (whichever is the earlier) and provided further that this authority and power shall be limited:
 - (i) to the allotment of equity securities pursuant to a rights issue or similar offer to ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate or as nearly as practical (and taking into account any prohibitions against or difficulties concerning the making of an offer or allotment to shareholders whose registered address or place of resident is overseas and subject to such exclusions as the directors of the Company may deem necessary or expedient to deal with fractional entitlement or record dates) to the respective numbers of ordinary shares held by them;
 - (ii) to the allotment of 28,085,791 New Ordinary Shares pursuant to the Issue (as such terms are defined in the Prospectus); and
 - (iii) to the allotment (otherwise than pursuant to paragraphs (i) and (ii) above) for cash of equity securities up to an aggregate nominal amount of the lesser of £500,000 and 15 per cent. of the issued share capital; and
 - (b) the borrowing powers of the directors of the Company shall be increased and the Company's articles of association be amended by the deletion of "£10,000,000" in article 112.2 and the insertion of £100,000,000 in its place.


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Director