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THE COMPANIES ACT 1985 TO 1989
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS OF
CARDPOINT plc
(the "Company")
Dated 8 August 2005

At the extraordinary general meeting of the Company dated 8 August 2005 the following resolutions were passed:

ORDINARY RESOLUTION

Resolution 1

THAT subject to and conditional upon the Placing Agreement (as defined in the admission document of the Company dated 14 July 2005 (the "**Admission Document**") a copy of which is produced to the meeting and signed by the Chairman for identification purposes) 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 Admission Document) becoming effective):

- (a) the proposed acquisition by the Company of the entire issued share capital of Moneybox plc (as detailed in the Admission Document) pursuant to the terms and subject to the conditions of the Offer (as defined in the Admission Document), *be and is hereby approved and the directors of the Company be and they are hereby authorised to do all acts and things and execute all such documents as they may in their absolute discretion consider necessary and/or desirable in order to implement and complete the Offer in accordance with its terms, subject to such immaterial amendments or variations to them as the directors of the Company may in their absolute discretion think fit;*
- (b) that the authorised share capital of the Company be increased from £10,000,000 to £12,000,000 by the creation of 40,000,000 ordinary shares of 5p each in the capital of the Company; and
- (c) 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 authorized generally and unconditionally authorised and empowered to exercise all powers of the Company to allot the relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £3,914,175 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 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.

