

88(3)

(Revised 2005)

Please complete in typescript,
or in bold black capitals.

CHFP041

Particulars of a contract relating to shares allotted as fully or partly paid up otherwise than in cash

*Note: This form is only for use where the
contract has not been reduced to writing*

Company Number

4098226

Company name in full

Cardpoint plc

gives the following particulars of a contract which has not been
reduced to writing

- 1 Class of Shares
(ordinary or preference etc)
- 2 The number of shares allotted as fully
or partly paid up otherwise than in cash
- 3 The nominal value of each such share
- 4a The amount of such nominal value to be
considered as paid up on each share
otherwise than in cash
- b The value of each share allotted
ie the nominal value and any premium
- c The amount to be considered as paid
up in respect of b

Ordinary		
115,867,928		
£0.05		
£0.05		
£0.05		
100%		

continue overleaf

Signed

PNL

Date

19/12/07

**Delete as appropriate

** A director / secretary / administrator / administrative receiver / receiver /
official receiver / receiver-manager / voluntary arrangement supervisor

Contact Details

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record

FRESHFIELDS BRUCKHAUS DERINGER (Ellen Coombe)

65 FLEET STREET, LONDON, ENGLAND, UNITED KINGDOM

EC4Y 1HS

Tel 020 7936 4000

DX number 23

DX exchange LONDON/CHANCERY LANE

When you have completed and signed the form please send it to the
Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh

for companies registered in Scotland

or LP - 4 Edinburgh



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21/12/2007

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COMPANIES HOUSE

FRIDAY

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- 5 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned in 6, 7 or 8 below, state the nature and amount of such consideration, and the number of shares allotted

The reserve arising in the books of account of Cardpoint Limited (the *Company*) as a result of the reduction of capital of the Company pursuant to a scheme of arrangement (the *Scheme*) entered into by the Company and Scheme Shareholders (as defined in the circular sent to the Company's shareholders on 19 October 2007), has been applied by the Company in paying up in full at par the 115,867,928 shares allotted to Payzone plc on 5 December 2007 in accordance with the terms of the Scheme.

- 6 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue
- 7 If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released
- 8 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue