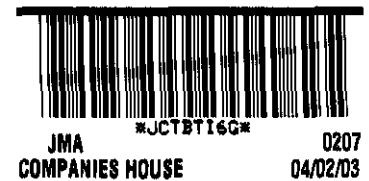


THE COMPANIES ACT 1985 TO 1989
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS OF
CARDPOINT PLC
Dated 4 FEBRUARY 2002



At the annual general meeting of Cardpoint plc (the "**Company**") convened and held on 4 February 2003, the following resolutions were passed as indicated below:

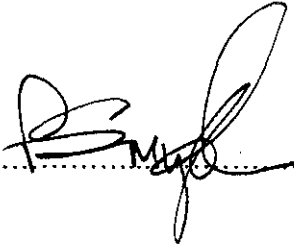
ORDINARY BUSINESS

- (1) **THAT** the accounts for the year ended 30 September 2002, together with the reports of the directors and auditors thereon be received and considered.
- (2) **THAT** David Christopher Hanson be appointed as a director of the Company.
- (3) **THAT** John Brian Westwood be appointed as a director of the Company.
- (4) **THAT** Mark Godfrey Kropacz who is retiring by rotation in accordance with Article 118 as a director of the Company be re-elected.
- (5) **THAT** Mark Richard Mills who is retiring by rotation in accordance with Article 118 as a director of the Company be re-elected.
- (6) **THAT** Grant Thornton be appointed as auditors until the conclusion of the next annual general meeting and the directors be authorised to determine their remuneration.

SPECIAL BUSINESS

- (7) **THAT**, for the purposes of and pursuant to section 80 of the Companies Act 1985 (the "**Act**"), the directors of the Company be and they are hereby generally and unconditionally authorised and empowered to exercise all the powers of the Company to allot the relevant securities (as detailed in section 80(2) of the Act) up to an aggregate nominal amount of £550,000 (in substitution to any subsisting authorities under the Act) 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.

- (8) **THAT**, 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 7 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 or 15 months from the date of the passing of this resolution (whichever is the earlier) of the Company and provided further that this authority and power shall be limited to:
- (a) 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 residence 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; and
 - (b) the allotment (otherwise than pursuant to paragraph (a) above) for cash of equity securities up to an aggregate nominal amount of £130,000 or 10% of the current issued share capital of the Company.


..... Chairman