

TUESDAY



LD1 29/11/2016 #57
COMPANIES HOUSE

CARDPOINT LIMITED

Company Number 04098226

(the "Company")

**SOLE SHAREHOLDER'S WRITTEN RESOLUTIONS CIRCULATED ON 25 NOVEMBER
2016 PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**")

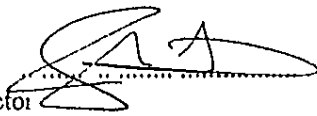
SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by GBP 176,726,231 21 by cancelling the share premium account of the Company AND THAT the amount by which the share capital is reduced be credited to a distributable reserve of the Company

Please read the Notes at the end of this document before signifying your agreement to the Resolution below

(Signature pages follow)

BY ORDER OF THE BOARD

Director 

(Signature page to Cardpoint Limited Shareholder's Resolution)

I THE UNDERSIGNED, being the sole member of the Company entitled to vote on the Resolution on the circulation date HEREBY IRREVOCABLY AGREE to the Resolution



Jana Hile

duly authorised signatory
for and on behalf of
CARDTRONICS EUROPE LIMITED

Dated 26 November 2016

NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by delivering the signed copy to the registered address of the Company
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement
3. Unless, within 28 days of the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse
4. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution is being sent or submitted to you at the same time as and together with this document