

Company no. 4947027

The Companies Act 2006

Company limited by shares

Written resolution

of

Advanced Payment Solutions Limited (the "Company")

15 February 2008 (the "Circulation Date")

WE, being all the members of the Company who would be regarded for the purpose of Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") as entitled to receive notice of and to attend and vote at a general meeting of the Company **HEREBY PASS THE FOLLOWING RESOLUTION IN WRITING**, as a special resolution of the Company, and hereby irrevocably agree in accordance with section 288 of the Act that the said resolution shall for all purposes be valid and effective as if passed as special resolution at a general meeting of the Company duly convened and held

	Special Resolution:	For	Against
1	<p>Amendment of the articles</p> <p>That the existing Articles of Association of the Company adopted on 19 December 2007 be and they are amended by</p> <p>the insertion of a new definition "2005 Articles" means "the Articles of Association of the Company adopted on 22 April 2005"</p> <p>replacing the following words in 16 10 1</p> <p>"in the case of the holders of Ordinary Shares at the date of adoption of these Articles" with "in the case of the holders of Ordinary Shares as at the date of adoption of the 2005 Articles"</p> <p>"3 years from the date of adoption of these Articles" with "3 years from the date of the adoption of the 2005 Articles"</p> <p>"B is the number of Shares in aggregate held on the date of adoption of these Articles" with "B is the number of Shares in</p>	<p>X</p> <p>X</p> <p>X</p>	

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	aggregate held by the members as at the date of adoption of the 2005 Articles whose Shares are the subject of the Deemed Transfer Notice" and	X	
	"C is the number of complete months from the date of adoption of these Articles" by "C is the number of complete months from the date of adoption of the 2005 Articles "	X	
	and		
	Article 16 12 be amended to delete the reference to " at the date of adoption of these Articles"	X	

Important:

Please read the notes at the end of this document before signifying your agreement to any of the resolutions set out above.

AGS

We, the undersigned, being a persons entitled to vote on the resolutions on the Circulation Date (see Notes 4 and 5), hereby irrevocably vote as indicated above (see Note 3)

Signed by
RICHARD THOMAS WAGNER

)

)

Signature



Date

15/4/08

Signed by
**THE TRUSTEE OF THE JAMES G
AND MARIA F JONES
REVOCABLE TRUST**

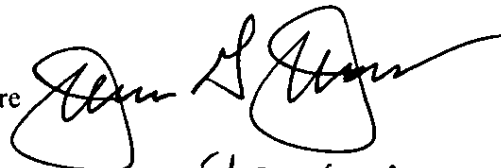
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Signature



Date.

15/2/08

EXECUTED and delivered
on the date above written by
WILLIAM PAUL DARNELL

)

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)

Signature

Date

Signed by
ROBIN KEITH DEAR

)

)

Signature



Date

15/2/2008

Signed by
STEPHEN COX

)

)

Signature



Date

15/02/08



Signed by
ROBERT PAYNE

)
)

Signature



Date

15-2-2008

Signed by
STEPHEN GALASSO

)
)

Signature



Date

15-2-2008

Signed by
CHRIS CALLERO

)
)

Signature

Date

Signed by
DAVID CUST

)
)

Signature

Date

Signed by
RICHARD GORDON

)
)

Signature

Date

Signed by
HATIM TYABJI

)
)

Signature

Date

Signed by

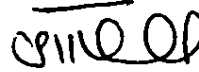
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CHRISTOPHER P. MARSHALL
as an authorised signatory of the General
partner of **TRIDENT CAPITAL FUND**
VI LLP

)
)
)

Signature



Date

15 February 2008

Signed by
CHRISTOPHER P. MARSHALL
as an authorised signatory of the General
partner of **TRIDENT CAPITAL FUND**
VI PRINCIPALS FUND LLC

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Signature



Date

15 February 2008

A copy of this written resolution has been supplied to the auditors of the Company.



Notes

1 If you wish to vote in favour of a resolution¹ please put an "X" in the box marked "For" next to that resolution. If you wish to vote against a resolution please either put an "X" in the box marked "Against" next to that resolution or leave both boxes next to that resolution blank. Unless you wish to vote against/abstain in respect of all of the resolutions (in which case you do not need to do anything in respect of this document) Please indicate your voting intentions and then sign and date this document where indicated above and return it to the Company (together with any power of attorney or other authority referred to in Note 6 below) using one of the following methods

- By hand (by delivering the signed copy to the Company marked for the attention of Robin Dear)
- By post (by returning the signed copy to the Company marked for the attention of Robin Dear)

Please note that return of this document will not be accepted by fax or email.

- 2 **The resolutions will lapse if sufficient votes in favour of them have not been received by 4.00 p.m. on 16 February 2008** Unless you do not wish to vote on any of the resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then or if you return this document to the Company without indicating any voting intentions you will be deemed to have voted against all of the resolutions
- 3 Once you have indicated your agreement to a resolution such agreement cannot be revoked
- 4 In the case of joint holders, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder
- 5 If a member has exercised the right, pursuant to the Company's articles of association and section 145 Companies Act 2006 to nominate another person to exercise a right to vote on a written resolution, then the vote of the nominee will be counted by the Company to the exclusion of the member
- 6 If you are signing this document on behalf of a member under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

¹ A written ordinary resolution needs to be passed by members representing a simple majority of the total voting rights of eligible members

A written special resolution needs to be passed by members representing not less than 75% of the total voting rights of eligible members. The resolution must state that it is proposed as a special resolution

