

No. 6119036

**The Companies Act 1985**

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**Company limited by shares**

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**Written resolution**

of

**VocaLINK Limited**

**("the Company")**

WEDNESDAY



A14 \*AFVEUQR9\* 27/06/2007 32  
COMPANIES HOUSE

(passed on 19 June 2007)

We, the undersigned, being the only members of the Company entitled to attend and vote at an extraordinary general meeting of the Company, agree in accordance with section 381A of the Companies Act 1985 (the "Act") to pass the following resolution in writing, which would otherwise be required to be passed as a special resolution:

**Resolution**

**That** subject to the two inter-conditional schemes of arrangement by, respectively, LINK Interchange Network Limited ("**LINK**") and Voca Limited ("**Voca**") pursuant to Section 425 of the Act under which each of LINK and Voca will become subsidiaries of the Company (the "**Merger**") coming into effect the name of the Company be changed to

**"VocaLINK Holdings Limited"**

**The Royal Bank of Scotland plc**