

Card Processing Solutions Limited

(Company Number 07661323)

(the "Company")

29 November 2013 (the "Circulation Date")

TUESDAY



\*A2MXC9R4\*

A18

10/12/2013

#157

COMPANIES HOUSE

### WRITTEN RESOLUTIONS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions")

### SPECIAL RESOLUTIONS

1 **THAT** article 27 5 of the articles of association of the Company be removed and replaced with the following

"27 5 Notwithstanding anything contained in these Articles

- (i) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- (ii) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

- (A) executed by a bank or institution to which such shares have been mortgaged, charged or pledged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- (B) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- (C) to any such bank or institution (or to its nominee) pursuant to any such security

A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

27 6 Notwithstanding anything contained in these Articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to a bank or institution "

## AGREEMENT

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

The undersigned, being the sole person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the resolutions set out above

Signed  Dated 29/11/2013  
XLN Card Processing Solutions Limited

## NOTES

- 1 You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
  - (a) **By Hand** delivering the signed copy addressed to the directors of the Company at the Company's registered office
  - (b) **Post** returning the signed copy by post addressed to the directors of the Company at the Company's registered office
- 2 If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 4 Unless, before the end of the period of 28 days beginning on the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document