

Company no. 2980033

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

- of -

**CREDITLINK (UK) LIMITED  
(the "Company")**

We, the undersigned, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at general meetings of the Company **HEREBY RESOLVE** in accordance with section 381A of the Companies Act 1985 that the following resolution shall be passed and the same shall be for all purposes as valid and effective as if the same had been passed at a general meeting of the company duly convened and held:

**SPECIAL RESOLUTION**

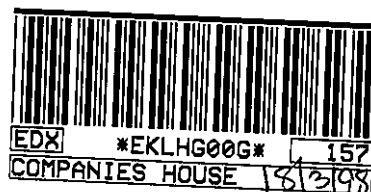
1. That the Articles of Association in the form annexed and marked "A" be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

Signed.....

For and on behalf of

CCI Group plc

Dated 25th February 1998



**THE COMPANIES ACTS 1985  
AND 1989**

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**COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION  
OF  
CREDITLINK (UK) LIMITED**

10/03/98

(As adopted by Special Resolution passed 25 February, 1998)

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**PRELIMINARY**

1. (a) The regulations set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("**Table A**") shall apply to the Company save in so far as the Articles set out below disapply, modify or are inconsistent with them. References herein to "**Regulations**" are to Regulations of Table A. The Regulations (save as so disappplied, modified or excluded) and these Articles are the Articles of Association of the Company.
- (b) Expressions defined in Regulation 1 shall, where the context so admits, bear the same meaning, in these Articles.
- (c) In these Articles:

"**Parent Company**" means any person who at the time in question is registered as the holder of, or owns not less than ninety per cent (90%) of the issued share capital of the Company; and

"**Person**" means an individual and/or a body corporate

## ALLOTMENT OF SHARES

2. Shares which are comprised in the authorised share capital of the Company immediately preceding the adoption of these Articles and which remain unissued shall be under the control of the directors who may (subject to Section 80 of the Companies Act 1985 (the "Act")) allot, grant options over or otherwise dispose of the same, to such persons on such terms and in such manner as they think fit.
3. The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised and unissued share capital of the Company immediately preceding the adoption of these Articles at any time or times during the period of five years from the date of adoption of these Articles and the directors may, after such period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within such period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by the Company in general meeting.
4. In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

## APPOINTMENT AND REMOVAL OF DIRECTORS

5. A Parent Company may at any time and from time to time appoint any person to be a director (a "**Nominated Director**") or the secretary of the Company or remove from office any director or the secretary (whether or not a Nominated Director) but so that in the case of an executive director or an executive secretary his removal from office shall be deemed to be an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.
6. A Parent Company may at any time and from time to time appoint any person to be an alternate director for any director (in which case the director shall during the currency of such appointment have no right to appoint an alternate director himself and shall have no right to remove such alternate director or to direct him how to vote or act) or remove from office any alternate director (whether or not appointed by the Parent Company) but so that in the case of appointment the alternate director shall be deemed for the purposes of these Articles to have been appointed by such director and no approval of the directors shall be required. An alternate director shall cease to be an alternate director when and if the director in respect of whom he has been appointed an alternate shall cease to be a director.
7. Any appointment or removal referred to in Articles 5 or 6 above shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its directors or by any one of its directors and either its secretary or some other person duly authorised for the purpose. Any such appointment, removal, consent or notice may be given by post, facsimile transmission or telex or may be made by telephonic advice to the secretary of the Company and shall take effect from its

communication to the Company or the secretary as aforesaid. In the case of any telephonic advice the same shall be confirmed in writing or by facsimile transmission or telex as soon as reasonably practicable but such appointment, removal, consent or telephonic advice shall take effect immediately and not be dependent on such confirmation.

8. The same person may be appointed as the alternate director of more than one director.
9. The directors shall not be subject to retirement by rotation. Regulations 73 to 75 shall not apply and references in any other Regulation to directors retiring by rotation shall be disregarded.
10. No director shall be required to retire or vacate his office or be ineligible for appointment as a director by reason of his having attained any particular age. Section 293 of the Act shall not apply.
11. Regulation 81 (d) shall be modified to read as follows: "The office of a director shall be vacated if he shall offer in writing to resign and the directors shall resolve to accept such offer."

#### **REMUNERATION OF DIRECTORS**

12. Regulation 82 shall not apply. No director shall be entitled to any remuneration by reason of his acting as a director unless the majority, by nominal value, of the shareholders shall so agree.

#### **PROCEEDINGS OF DIRECTORS**

13. The following sentence shall be added to the end of Regulation 88: "If the same person is an alternate director for more than one director he shall be entitled to a separate vote on behalf of each director for whom he is acting as an alternate who is not present in addition (if he is himself a director) to his own vote."
14. Regulation 92 shall apply to resolutions in writing of directors and shall extend to include alternate directors, and shall be modified accordingly.
15. A director may participate in a meeting of the directors or of a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
16. Questions arising at any meeting of the directors or of any committee shall be decided by a majority of the votes of the directors present. The chairman shall not have a second or casting vote and Regulation 88 shall be modified accordingly. If there is a Parent Company, the Nominated Directors present or represented by an alternate director shall be entitled to cast such aggregate number of votes as exceeds by one the number of votes that could be cast by all directors who are not Nominated Directors.

17. The quorum necessary for the transaction of business at any meeting of the directors and (unless otherwise specified in the constitution thereof) any committee thereof shall be two directors either present or represented by an alternate save that if there is a Parent Company the quorum necessary for the transaction of business at any meeting of the directors and (unless otherwise specified in the constitution thereof) any committee thereof shall be two directors one of whom shall be a Nominated Director. Regulation 89 shall be modified accordingly.
18. Regulation 94 shall be deleted. A director who has declared to a meeting of directors any direct interest or indirect interest he has in a resolution before the meeting or any arrangement being considered at that meeting may, notwithstanding his interest, vote on that resolution. For the purposes of this Article an interest of a person who is, for any purpose of the Act (as amended) (excluding any statutory modification thereof not in force when this Regulation becomes binding on the Company), connected with a director, shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

#### **RESOLUTIONS IN WRITING**

19. Regulations 53 and 93 shall be modified by the addition of the following sentence. "A resolution in writing may consist of a facsimile copy which shall be deemed to be and shall (provided that same is properly completed) be treated as the resolution executed by the person sending same or on whose behalf same was sent".