

Company No. 3193619

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

TRANSACTION TECHNOLOGY LIMITED

("Company")



Passed on 20 OCT

2000

At an extraordinary general meeting of the Company duly convened and held at ~~026~~ 026 SWANG
90 LONG AERE on the above date the following
resolutions were duly passed as special resolutions of the Company:

SPECIAL RESOLUTIONS


1. That the giving of financial assistance (as defined in section 152 of the Companies Act 1985 ("Act")) by the Company to Swangco 5 Limited ("Newco") for the purpose of the acquisition of shares in the Company as described in the statutory declarations made pursuant to section 155(6) of the Act, copies of which has been produced to the meeting, be and is hereby approved.
2. That the Company approves and the Company be and is hereby authorised to execute the following documents (together, the "Security Documents"), copies of which have been produced to the meeting, in favour of The Royal Bank of Scotland plc ("Bank") and RBS Mezzanine Limited ("Mezzanine Lender") (or as appropriate) with such amendments as persons authorised to execute the same may approve:
 - 2.1 a facilities agreement between Newco, the Company, Transaction Technology (Software Limited) ("Software"), Transaction Technology (Systems Limited) ("Systems") and the Bank under which the Bank would agree, subject to the terms and

conditions thereof, to lend £10,000,000 to Newco, the Company, Software and Systems;

- 2.2 the security trust deed between the Bank in its capacity as Bank and Security Trustee (each capitalised term and defined therein) Mezzanine Lender and Newco, the Company, Software and Systems under which the Security Trustee holds Trust Property on trusts for the Security Beneficiaries (as defined therein);
- 2.3 a working capital facility letter between Newco, the Company, Software, Systems and the Bank under which the Bank would agree to make available an overdraft facility of £750,000 to the Company, Software, Systems and Newco;
- 2.4 a composite guarantee and debenture between the Company, Software, Systems, Newco and the Security Trustee under which the Company, Software, Systems and Newco would:
 - 2.4.1 charge and mortgage the whole of their property, undertaking and assets (including by way of fixed and floating charge) in favour of the Security Trustee to secure, amongst other things, their liabilities to the Bank and Mezzanine Lender; and
 - 2.4.2 guarantee the payment of, amongst other things, all liabilities due or incurred by any Group Company (as defined therein) from time to time to the Bank and Mezzanine Lender;
- 2.5 an intra-group loan agreement (and letter of support given by Newco to the Lenders (as defined therein)) between the Company, Software, Systems, Newco and the Bank pursuant to which the Company would agree, subject to the terms and conditions thereof, to put Newco in funds as and when required in order to meet Newco's payment obligations under and in respect of the facilities;
- 2.6 the intercreditor agreement between the Bank, the Mezzanine Lender, the Investors (as defined therein), the Managers (as defined therein), Newco, the Company, Software and Systems under which each Obligor (as therein defined) acknowledges

the arrangements between the Bank, the Security Trustee, the Mezzanine Lender and the Subordinated Creditors regulating their claims against the Obligors (each capitalised term as defined therein);

- 2.7 the composite guarantee and debenture between the Company, Software, Systems, Newco and Lloyds TSB Development Capital Limited ("LDC") in respect of the loan notes to be issued by Newco under which the Company, Software, Systems and Newco would charge and mortgage the whole of their property, undertaking and assets (including by way of fixed and floating charge) in favour of LDC to secure, amongst other things, their liabilities to LDC and the holders of the loan notes; and under which the Company will guarantee the payment of, amongst other things, all liabilities due or incurred by any Group Company (as defined therein) to LDC and the holders of the notes.
3. That the execution of the Security Documents and the assumption of its obligations thereunder is in the best interests of the Company and the approval of the Company to enter into the Security Documents is given and authorised notwithstanding that the Company is entering into some of the Security Documents for the purposes of assisting Newco to acquire the Company's shares.
4. That the resolutions shall have effect notwithstanding any provision of the Company's articles of association.


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Duly authorised officer